

CÔNG TY CỔ PHẦN TẬP ĐOÀN
ĐẦU TƯ ĐỊA ỐC NO VA
NO VA LAND INVESTMENT
GROUP CORPORATION

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

Số/No: 158./2025-CV-NVLG
V/v CBTT liên quan đến Nghị quyết của
Hội đồng Quản trị của Công Ty
Disclosure of information related to the
Resolution of the Board of the Director

TP. HCM, ngày 16 tháng 05 năm 2025
HCMC, May 16, 2025

Kính gửi/Dear: Ủy ban Chứng khoán Nhà nước
State Securities Committee
Sở Giao dịch Chứng khoán TP HCM
Ho Chi Minh City Stock Exchange
Sở Giao dịch Chứng khoán Hà Nội
Hanoi Stock Exchange

Tổ chức đăng ký niêm yết : CÔNG TY CỔ PHẦN TẬP ĐOÀN ĐẦU TƯ ĐỊA ỐC NO VA
Listing registration organization: NO VA LAND INVESTMENT GROUP CORPORATION
Tên tiếng Anh : No Va Land Investment Group Corporation
Name in foreign language: No Va Land Investment Group Corporation
Tên viết tắt : Novaland Group Corp
Short name : Novaland Group Corp
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Theo yêu cầu công bố thông tin ("**CBTT**") của Thông tư số 96/2020/TT-BTC ngày 16/11/2020 của Bộ Tài chính hướng dẫn về CBTT trên thị trường chứng khoán, Công ty Cổ phần Tập đoàn Đầu tư Địa ốc No Va ("**Công Ty**") kính gửi công văn CBTT liên quan đến các Nghị quyết của Hội đồng quản trị ("**HĐQT**") Công Ty như sau:

- Nghị quyết của HĐQT số 18./2025-NQ.HĐQT-NVLG ngày 16./05/2025 thông qua việc ban hành Điều lệ Công Ty, Quy chế Quản trị Công Ty, Quy chế hoạt động của HĐQT cập nhật các sửa đổi, bổ sung đã được Đại hội đồng cổ đông thông qua;
- Nghị quyết của HĐQT số 24./2025-NQ.HĐQT-NVLG ngày 16./05/2025 thông qua thay đổi Người đại diện theo pháp luật của Công Ty.

In accordance with the disclosure requirement ("**CBTT**") of Circular No. 96/2020/TT-BTC dated November 16, 2020, issued by the Ministry of Finance providing guidelines on disclosure in the securities market, No Va Land Investment Group Corporation (the "**Company**") respectfully submits the disclosure letter relating to the Resolutions of the Board of the Director ("**BOD**") as follows:

- The Resolution of the BOD No. 18./2025-NQ.HĐQT-NVLG dated May 16, 2025 approval of the Company's Charter, the Corporate Governance Regulations and the Regulations on Operation of the BOD, which have been updated with adjustments and amendments approved by the General Meeting of Shareholders;



- The Resolution of the BOD No. 24./2025-NQ.HDQT-NVLG dated May.16, 2025 approval of changing the Legal Representative of the Company.

Thông tin này đã được công bố trên trang thông tin điện tử của Công Ty: Quan hệ Đầu tư - Công bố thông tin – Văn bản công bố thông tin: <https://www.novaland.com.vn/quan-he-dau-tu/cong-bo-thong-tin/van-ban-cong-bo-thong-tin>.

This information has been published on the Company's website: Investment Relations - Disclosure – Information disclosure document: <https://www.novaland.com.vn/en-US/investor-relations/information-disclosure/announcements>.

Trân trọng.

Best regard.

CÔNG TY CỔ PHẦN TẬP ĐOÀN ĐẦU TƯ ĐỊA ỐC NO VA
NO VA LAND INVESTMENT GROUP CORPORATION
TỔNG GIÁM ĐỐC

CHIEF EXECUTIVE OFFICER



DƯƠNG VĂN BẮC



Số/No.: 18/2025-NQ.HĐQT-NVLG

TP. Hồ Chí Minh, ngày 16 tháng 05 năm 2025

Ho Chi Minh City, May 16....., 2025

NGHỊ QUYẾT CỦA HỘI ĐỒNG QUẢN TRỊ RESOLUTION OF THE BOARD OF DIRECTORS

Căn cứ/ Pursuant to:

- Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17/06/2020 và các văn bản hướng dẫn thi hành;
The Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17th, 2020 and guiding documents;
- Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26/11/2019 và các văn bản hướng dẫn thi hành;
The Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26th, 2019 and guiding documents;
- Điều lệ của Công ty Cổ phần Tập đoàn Đầu tư Địa ốc No Va ("Công Ty");
The Charter of No Va Land Investment Group Corporation (the "Company");
- Quy chế Quản trị Công Ty;
The Corporate Governance Regulations;
- Quy chế hoạt động của Hội đồng quản trị ("HĐQT");
The Regulations on Operating of the Board of Directors ("BOD");
- Nghị quyết của Đại hội đồng Cổ đông ("ĐHĐCĐ") thường niên năm 2025 của Công Ty số 13/2025-NQ.ĐHĐCĐ-NVLG ngày 24/04/2025 thông qua sửa đổi, bổ sung Điều lệ Công Ty, Quy chế Quản trị Công Ty, Quy chế hoạt động của HĐQT ("Nghị quyết số 13");
The Resolution of the 2025 Annual General Meeting of Shareholders ("AGM") of the Company No. 13/2025-NQ.ĐHĐCĐ-NVLG dated April 24th, 2025 approved to amend and supplement the Company's Charter, the Corporate Governance Regulations, and the Regulations on Operation of the BOD ("the Resolution No. 13");
- Nghị quyết của ĐHĐCĐ thường niên năm 2025 của Công Ty số 08/2025-NQ.ĐHĐCĐ-NVLG ngày 24/04/2025 thông qua bổ sung ngành, nghề kinh doanh của Công Ty ("Nghị quyết số 08");
The Resolution of the 2025 AGM of the Company No. 08/2025-NQ.ĐHĐCĐ-NVLG dated April 24th, 2025 approved to supplement the Company's business lines ("the Resolution No. 08");
- Biên bản họp HĐQT Công Ty số 13./2025-BB.HĐQT-NVLG thông qua ngày 16./05/2025.
The Meeting Minutes of the BOD No. 13./2025-BB.HĐQT-NVLG approved on May 16., 2025,

QUYẾT NGHỊ RESOLVE



ĐIỀU 1: Thông qua việc ban hành Điều lệ Công Ty, Quy chế Quản trị Công Ty, Quy chế hoạt động của HĐQT cập nhật các sửa đổi, bổ sung căn cứ vào Nghị quyết số 08 và Nghị quyết số 13.

ARTICLE 1: To issue the Company's Charter, the Corporate Governance Regulations and the Regulations on Operation of the BOD including adjustments and amendments under the Resolution No. 08 and the Resolution No. 13.

Điều lệ Công Ty, Quy chế Quản trị Công Ty, Quy chế hoạt động của HĐQT đính kèm Nghị quyết này.

The Company's Charter, the Corporate Governance Regulations and the Regulations on Operation of the BOD attached this Resolution.

ĐIỀU 2: Trao quyền cho Chủ tịch HĐQT ký ban hành Điều lệ Công Ty, Quy chế Quản trị Công Ty, Quy chế hoạt động của HĐQT nêu trên.

ARTICLE 2: Empower the Chairman of the BOD to signed for issuing the Company's Charter, the Corporate Governance Regulations and the Regulations on Operation of the BOD mentioned above.

ĐIỀU 3: Trao quyền cho Người đại diện theo pháp luật hoặc người được Người đại diện theo pháp luật của Công Ty ủy quyền tiến hành các thủ tục cần thiết theo quy định của pháp luật để hoàn thành các nội dung quy định tại Điều 1 Nghị quyết này.

ARTICLE 3: Authorizing the Chief Executive Officer of the Company or authorized person by the Legal Representative to perform necessary procedures in accordance with law to complete contents stated in Article 1 of this Resolution.

ĐIỀU 4: Các Phòng/Ban và cá nhân liên quan của Công Ty chịu trách nhiệm thi hành Nghị quyết này.

ARTICLE 4: The related Departments and other individuals of the Company shall be responsible to perform this Resolution.

ĐIỀU 5: Nghị quyết này có hiệu lực kể từ ngày ký.

ARTICLE 5: This Resolution shall take effect from the date of signing.



TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD



BUI THÀNH NHƠN

**NO VA LAND INVESTMENT
GROUP CORPORATION**



CHARTER

Hồ Chí Minh City, May 16, 2025

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PREFACE

The Charter is used as a legal basis for all activities of No Va Land Investment Group Corporation, a joint stock company established and operating legally as prescribed by the law. This Charter, resolutions of the General Meeting of Shareholders and the Board of Directors, previously issued validly, shall be the principles and regulations for the Company's business activities.

This Charter consists of 68 articles, divided into 20 chapters, approved by the Resolution of the Board of Directors No. 18/2025-NQ.HDQT-NVLG dated May 16, 2025 under the Resolution of the General Meeting of Shareholders No. 13/2025-NQ.DHDCD-NVLG dated on April 24th, 2025 and amendments, supplements, and updates (hereinafter referred to as "**Charter**").

CHAPTER I

DEFINITIONS OF TERMS

Article 1. Interpretation of terms

1. In this Charter, the terms below shall be construed as follows:
 - a. "**Law**" means all the legal documents specified in Article 4 of the Law on Promulgation of Legal Documents No. 80/2015/QH13 passed by the National Assembly of the Socialist Republic of Vietnam ("**Socialist Republic of Vietnam**") on June 22nd, 2015, and amended and supplemented from time to time;
 - b. "**Law on Enterprises**" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and amended and supplemented from time to time;
 - c. "**Law on Securities**" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2019 and amended and supplemented from time to time;
 - d. "**Labor Code**" means the Labor Code No. 45/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 20th, 2019 and amended and supplemented from time to time;
 - e. "**Shareholder**" means any individual or organization owning at least one (01) share of the Company;
 - f. "**Founding shareholder**" means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the Company in accordance with the Law on Enterprises;
 - g. "**Major shareholder**" means a shareholder owning at least five percent (5%) voting shares of the Company;

- h. **“Charter capital”** means the capital amount contributed by all shareholders and as stipulated in Article 6 herein;
- i. **“Company”** as defined herein is CONG TY CO PHAN TAP ĐOAN ĐẦU TƯ ĐỊA OC NO VA, with English name as NO VA LAND INVESTMENT GROUP CORPORATION and abbreviated name as NOVALAND GROUP CORP;
- j. **“Subsidiary”** means an enterprise for which the Company (i) owns more than fifty percent (50%) of charter capital or total number of ordinary shares issued, or (ii) has direct or indirect rights to appoints a majority (more than 1/2) or all members of the Board of Directors and the General Director, or (iii) has the right to decide to amend or supplement that enterprise’s Charter;
- k. **“Branch”** is a subsidiary of the Company, in charge of performing all or a part of functions of the Company, including the authorized representation role. Business lines of the branch must be in line with those of the Company.
- l. **“Representative office”** is a dependent unit of the Company that is authorized to represent and protect the Company's interest.
- m. **“GMS”** means the General Meeting of Shareholders of the Company;
- n. **“BOD”** means the Board of Directors of the Company;
- o. **“Managers”** of the Company include:
 - i. Chairman of the Board of Directors **“BOD Chairman”** and BOD members;
 - ii. Board of Management **“BOM”** of the Company, including: General Director and Deputy General Director.
 - iii. Chief Accountant, or Chief Financial Officer;
 - iv. Other managers as approved by the BOD from time to time;
- p. **“Executives”** of the Company are the General Director, Deputy General Directors, Chief Financial Officer, Chief Accountant, Directors/Heads in charge of Divisions in the Company according to the Company's organizational model from time to time;
- q. **“Stock Exchange”** means the Stock Exchange, the official trading place for stocks, bonds and other securities in which the shares of the Company are listed;
- r. **“Establishment date”** is the date on which the Company's first Business Registration Certificate is granted;
- s. **“Related person”** means any individual or organization defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

- t. **“Authorized representative”** is any person authorized by a shareholder to exercise his/her shareholder rights as prescribed by the law;
 - u. **“Operation term”** means the Company’s operating period as stipulated in Article 2 herein;
 - v. **“Vietnam”** is the Socialist Republic of Vietnam;
 - w. **“Corporate governance regulations”** are internal regulations on corporate governance developed by the Board of Directors and submitted to the GMS for approval in order to specify corporate governance and administration issues in accordance with the provisions of laws and the Company's Charter from time to time;
 - x. **“AS”** means the Audit Committee (Internal Audit Committee) directly under the Board of Directors as stipulated in Point b Clause 1 Article 137 of the Law on Enterprises;
 - y. **“Officer in charge of corporate governance”** has the meaning as defined in Article 44 herein;
- 2. In this Charter, any reference to the regulation or document shall include any amendments or replacements;
 - 3. The headings (Chapter, Article herein) shall be used for convenience only without affecting the Charter's contents;
 - 4. Words or terms defined in the Law on Enterprises (without any conflict with the subject or context) shall have the same meanings in the Charter.

CHAPTER II

NAME, LOGO, FORM, HEAD OFFICE, LEGAL REPRESENTATIVE, BRANCH, REPRESENTATIVE OFFICE AND OPERATION TERM OF THE COMPANY

Article 2. Name, logo, form, head office, legal representative, branch, representative office and operation term of the Company

- 1. Name of Company:
 - Name in Vietnamese: CONG TY CO PHAN TAP DOAN DAU TU DIA OC NO VA
 - Name in English: NO VA LAND INVESTMENT GROUP CORPORATION
 - Abbreviated name: NOVALAND GROUP CORP
- 2. Logo of the Company (LOGO)



The Company's logo is registered for intellectual property rights as prescribed by the law.

3. The Company's name, name in English name, abbreviated name shall be used throughout the Company's operating period until the date of termination of operation.

During the operation term of the Company, its subsidiaries, associates, branches, representative offices and when the Company is dissolved or bankrupt, none of the Company's subsidiary, associate, branch or representative office shall be, for whatever reason, authorized to use the name NOVALAND/NO VA in any other business organization, or personal activity in any other context, for any purpose without obtaining the Company's prior written consent through the Company's legal representative.

4. The Company is a joint stock company with a legal status as prescribed by the current laws of Vietnam. The Company must comply with the law and this Charter during the operation term. The shareholders' responsibilities to the third parties shall be limited to their contributed capital amount over the total charter capital amount of the Company. The Company is an independent legal entity, without any responsibility for any shareholder's debts or other liabilities, unless otherwise expressly agreed.
5. Registered office of the Company:
Address: 313B-315 Nam Ky Khoi Nghia Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City, Vietnam.
6. The Company shall have three (03) legal representatives, namely its Chairman of BOD, Chief Executive Officer, and Deputy Chief Executive Officer. The Chairman of BOD, Chief Executive Officer, and Deputy Chief Executive Officer have full authority to represent the Company in exercising rights and obligations arising from its transactions, other rights and obligations as provided for by laws and this Charter.
7. The legal representatives are required to take responsibility before the GMS, the Board of Directors and the law for matters within the scope of powers under the law and this Charter.
8. A Branch and a Representative office may be established in the business area to carry out the Company's operation objectives as decided by the Board of Directors and to the extent permitted

by law. The Company may register business locations or transaction offices to the extent permitted by law.

9. The Company's operation term starts from the Establishment date until the date of terminated according to the Resolution of GMS, except for cases of termination ahead of time according to Clause 2 Article 62 herein.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND BUSINESS OPERATIONS OF THE COMPANY

Article 3. Objectives, business lines of the Company

1. Objectives, business lines of the Company (Vision): to become a leading economic group in Real Estate, Finance, Tourist Destination Development, Transport Infrastructure Development.
2. Business philosophy (Mission): Developing community, Creating destination and Building happiness
3. Core values (Corporate culture): Efficiency - Integrity - Professionalism.
4. The Company conducts business activities including profitable investments and activities related to the following business lines:

No.	Business line
1.	Consultancy, brokerage, real estate auction, auction of land use rights Details: Real estate brokerage. Real estate management service. Real estate consulting. Real estate trading floor
2.	Consulting on computers and computer system administration Details: Computer services and related services (CPC 841-845, 849)
3.	Management consulting activities Details: Management consulting services (CPC 865, except for consulting on finance, accounting and law). Management consulting services are different from construction services.
4.	Repair of electronic and optical equipment Details: Machinery and equipment repair and maintenance services (excluding repair of ships, aircraft or other means of transport and equipment) (except for mechanical processing, waste recycling, electroplating at the head office)
5.	Short-term accommodation services (without performance at the head office)
6.	Trading in real estate, owner-owned or leased land use rights Details: real estate business (under Clause 1, Article 10 of the Law on real estate trading)

	(except for investment of cementary infrastructure to transfer the land use rights pertaining to infrastructure)
7.	Demolition Details: Demolition service
8.	Completion of construction works Details: Completion of high-rise buildings
9.	Other specialized construction activities Details: Other construction activities
10.	Drainage and wastewater treatment Details: Wastewater treatment services (without performance at the head office)
11.	Non-hazardous waste treatment and disposal Details: Waste treatment service (without performance at the head office)
12.	Installation of industrial machinery and equipment Details: Erection and installation (CPC 511, 515, 518)
13.	Retail of food, drink, tobacco, pipe tobacco on mobile stalls or in markets Details: Food (CPC 642) and beverages (CPC 643) services
14.	Specialized design activities Details: Engineering design services for mechanical and electrical installations of buildings (CPC 86723). Engineering designing services for the construction of civil engineering works (CPC 86724)
15.	Travel agency (The corporate only provides the tourism service in Vietnam and domestic travel for tourists travelling in Vietnam as a part of the tourism service in Vietnam)
16.	Tour operation (The corporate only provides the tourism service in Vietnam and domestic travel for tourists travelling in Vietnam as a part of the tourism service in Vietnam)
17.	Reservations and accommodation services related to tour promotion and organization (The corporate only provides the tourism service in Vietnam and domestic travel for tourists travelling in Vietnam as a part of the tourism service in Vietnam)
18.	Film screening activities
19.	Operation of sports facilities (except for dancing floors)
20.	Other sports activities

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	(except for operations of horse stables, dog stables)
21.	Operation of amusement parks and theme parks (except for prize-winning video games for foreigners and online prize-winning video games)
22.	Other recreational activities not classified elsewhere (except for activities of dancing floors; prize-winning video games for foreigners and online prize-winning video games)
23.	Sauna, massage and similar wellness services (except for sports activities) (without performance at the head office)
24.	Laundry and cleaning of textile and fur products
25.	Haircut, hairdressing, hair washing (except for operation causing bleeding)
26.	Landscape care and maintenance services
27.	Sports and entertainment education (except for operation of dance floors)
28.	Operation of botanical gardens, zoos and nature reserves
29.	Retail of gymnastic and sports equipment in specialized stores
30.	Retail of games and toys in specialized stores (except for toys that are harmful to children's health, personality education or affect social security and safety)
31.	Retail of apparel, footwear, leather and leatherette goods in specialized stores
32.	Restaurants and mobile catering services
33.	Catering services with customers under non-routine contracts
34.	Other accommodation establishments Details: Short-term accommodation services, which are accommodation facilities made of cloth, tarpaulins used for tourists on camping grounds, outdoor tours (without performance at the head office)
35.	Creative, artistic and recreational activities (with a commitment not to perform fire and explosion effects; not to use explosives, flammable substances, chemicals as props, tools while performing entertainment programs, events and movies)
36.	House construction for residential purposes
37.	House construction for non-residential purposes

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38.	Construction of railway works
39.	Construction of road works
40.	Construction of electrical works (The corporate does not provide commodity, service under State's exclusive, operate commerce under Decision 94/2017/ND-CP on State's exclusive commodity, service)
41.	Construction of water supply and drainage works
42.	Construction of telecommunications, communication works
43.	Construction of other public works
44.	Construction of waterway works (The corporate does not provide commodity, service under State's exclusive, operate commerce under Decision 94/2017/ND-CP on State's exclusive commodity, service)
45.	Construction of mining works
46.	Construction of processing and manufacturing works
47.	Construction of other civil engineering works
48.	Preparation of construction ground (except for Blasting Services)
49.	Installation of electrical systems
50.	Installation of water supply and drainage, heating and air-conditioning systems (except for the installation of refrigeration equipment (freezers, cold storage, ice machines, air conditioners, water chiller) using R22 refrigerant in seafood processing and except for mechanical processing, waste recycling, electroplating at the head office)
51.	Installation of other construction systems
52.	House cleaning (except for sauna, sterilization services)
53.	Industrial cleaning and cleaning of specialized buildings (except for sauna, sterilization services)
54.	Technical inspection and analysis (except for the Calibration Service (checking, testing) and the issuance of the Certificate of means of transport (including systems, machineries, equipments and components of transports); the calibration service and the issuance of the Certificate of the technical safety and environmental protection for vehicles, specialized equipments, container, equipments for packaging dangerous goods in transportation;

	the calibration service and the issuance of the Certificate of the technical safety and environmental protection for vehicles, equipments for exploration, exploitation, and transposition of the oil and gas on the sea; the calibration service of the safety engineering for machines, equipments installed means of transport and equipments for exploration, exploitation, and transposition of the oil and gas on the sea strictly required the occupational safety; fishing vessel registration services)
55.	Collection of non-hazardous waste (except for direct waste collection service from families)
56.	Wholesale of material, other installment equipment in construction sector (without performance at the head office)
57.	Other specialized wholesale not classified elsewhere (except for trading in gas bottle, LPG, residue oil, gold bar, gun, bullet using for hunting or sport and metal money; except for trading in chemicals at the head office; Execute under Decision No. 64/2009/QĐ-UBND dated July 31 st , 2009 of Ho Chi Minh City People's Committee and Decision No. 79/2009/QĐ-UBND dated October 17 th , 2009 of Ho Chi Minh City People's Committee on approving the Planning of agricultural products in the area of Ho Chi Minh City; except for export rights, import rights, and distribution rights for the List of the foreign investment goods, foreign invested enterprises are not allowed to perform export rights, import rights, and distribution rights)
58.	Lease of machinery, equipment and other tangible items without operator
59.	Manufacture of metal structures
60.	Manufacture of containers, storage tanks and storage tools made of metal
61.	Power production (except for transmission, moderation of the national power system and management of power distribution network, multi-objective hydropower, nuclear power)
62.	Power transmission and distribution (except for transmission, moderation of the national power system and management of power distribution network, multi-objective hydropower, nuclear power)
63.	Other professional, scientific and technological activities not classified elsewhere (except for activities of independent reporters; activities of assessment except for real estate and insurance (antiques, accessories...); exchange payment, volume information and securities consulting; accounting, financial, legal consulting)
64.	Support activities for financial services not classified elsewhere

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	Details: Investment consulting activities (except for consulting on finance, accounting, laws)
65.	Wholesale of other household goods (except for trading in pharmacy; except for export rights, import rights, and distribution rights for the List of the foreign investment goods, foreign invested enterprises are not allowed to perform export rights, import rights, and distribution rights)
66.	Retail sale of pharmaceutical and medical goods, cosmetic and toilet articles in specialized stores Detail: Retail sale of perfume, cosmetics, toilet articles in specialized stores
67.	Renting and leasing of motor vehicles
68.	Renting and leasing of recreational and sports goods
69.	Support activities for financial services not classified elsewhere (except for asset recovery, coin parking machine, independent auction, order protection and management at markets)
70.	Beverage serving activities (without performance at the head office)
71.	Other passenger road transport
72.	Retail sale of beverages in specialized stores (without performance at the head office)
73.	Activities of sports clubs (except for operation of dance floors)
74.	Combined office administrative service activities
75.	Passenger transport by urban buses
76.	Passenger transport by urban, suburban and interprovincial buses
77.	Passenger transport by other types of buses
78.	Urban and suburban passenger land transport (except transport via buses)
79.	Sea and coastal water transport
80.	Inland Passenger Water Transport
81.	Service activities incidental to water transportation (Except trading of inland waterway berths)
82.	Water collection, treatment and supply (without performance at the head office)

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83.	Treatment and disposal of hazardous waste (without performance at the head office)
84.	Materials recovery (without performance at the head office)
85.	Motion picture, video and television programme production activities (Except film broadcast and production and no performance of fire, explosion effect; no use of explosives, chemicals as props, equipment for music programs, events, films)
86.	Post-production activities (Except film broadcast and production and no performance of fire, explosion effect; no use of explosives, chemicals as props, equipment for music programs, events, films)
87.	Motion picture, video and television programme production activities Details: Motion picture, video launching (except film production, broadcast)
88.	Sound recording and music publishing activities Details: Sound recording activities (except karaoke business)
89.	Architectural and engineering activities and related technical consultancy
90.	Freight rail transport
91.	Freight transport by road
92.	Sea and coastal freight water transport
93.	Inland freight water transport
94.	Warehousing and storage (without performance at the head office)
95.	Service activities incidental to rail transportation
96.	Service activities incidental to air transportation
97.	Cargo handling (without performance at the head office)
98.	Service activities incidental to land transportation
99.	Other transportation support activities
100.	Other forms of retail not yet classified Details: Exercising the right to distribute and retail goods that are not on the list of prohibited export or import items, or the list of goods that are not allowed to be distributed according to Vietnamese law, or that are not restricted under international commitments in treaties to which Vietnam is a member (CPC 632)
101.	Wholesale of computers, peripherals and software (CPC 622)

Article 4. Business scope and business operations

1. The Company is allowed to plan and conduct all business activities in accordance with the Business Registration Certificate and the Charter, in accordance with the applicable laws and to take appropriate measures to achieve its business objectives;
2. Business operations may be conducted by the Company in other areas as permitted by the law and approved by the GMS.

Article 5. Rights and obligations of the Company

1. Rights of the Company:

The Company shall be entitled to preferences permitted by the law and State agencies in all areas of production and business it involves. The Company has the right to carry out the following activities to benefit the Company or its business operations:

- a. To manage and use the shareholders' contributed capital amount and other sources to implement the Company's business objectives and strategies;
- b. To do business in industries not prohibited by law and to expand the scope of business activities according to its capabilities and market needs;
- c. To organize the management apparatus, establish and complete the salary regulations and direct the business units in consistency with the Company's strategy and objectives;
- d. To establish, restructure, terminate operations of subsidiaries and develop the Company's production and business activities;
- e. To finance subsidiaries and associates in the forms prescribed by the law in order to meet the needs of developing the Company's business strategies;
- f. To establish the Company's branches, representative offices in accordance with the law; open bank accounts for domestic and foreign transactions;
- g. To split, merge, invest, participate in joint ventures, partnerships or buy back shares, buy back all or a part of assets of other companies as prescribed by the law and on a consistent basis with the Company's development strategies;
- h. To search for markets, select customers, perform direct transactions and enter into contracts with domestic and foreign customers;
- i. To select, recruit and use employees as required by business activities and in accordance with the law. To make decisions on the salary, income distribution and form of salary payment to employees as provided by the law;
- j. To participate in securities investment; financial instruments and other profitable investment activities according to this Charter;

- k. To select capital mobilization forms from domestic and foreign financial sources. The Company shall be entitled to issue shares, bonds and other financial instruments on the markets as prescribed by the law;
 - l. To liquidate, transfer, replace, rent, lease, pledge, mortgage, guarantee, make capital contribution by land use rights and other assets-related rights in accordance with the provisions of law;
 - m. To distribute profits to the shareholders after fulfillment of obligations to the State and allocate funds in accordance with the law and the Company's Charter;
 - n. To be involved in ploughing back of profits for the Company's benefits;
 - o. To register and enforce the intellectual property rights;
 - p. To make complaints and denunciations according to the provisions of law on complaints and denunciations;
 - q. To participate in legal proceedings in accordance with the provisions of law;
 - r. To have other rights as provided for by the law.
2. Obligations of the Company:
- a. To fully and promptly fulfill obligations of business registration, registration of changes in business registration contents, disclosure of information on establishment and operation, reporting and other obligations as prescribed by the Law on Enterprises and other relevant laws;
 - b. To be responsible to the shareholders for the Company's business results; to formulate development strategies, investment plans, business plans suitable to the Company's functions and duties as well as the needs of the market;
 - c. To search for business opportunities consistent with the Company's strategy, objectives and scope of business;
 - d. To conclude and implement the contracts with partners;
 - e. To fulfill the obligations to the employees in accordance with the Labor Code;
 - f. To strictly comply with the law on natural resource protection, environmental protection, national security, fire prevention and fighting and other legal regulations related to the Company's business lines;
 - g. To strictly comply with regulations on statistical reporting, accounting, auditing and other regulations as required by the law and prepare extraordinary reports required by the GMS with high responsibility for the accuracy and honesty of these reports and financial statements (“**FS**”) of the Company;

- h. To organize the accounting work, prepare and submit financial statements in a true and fair view and on time in accordance with the law on accounting and statistics;
- i. To publicly disclose the annual financial statements to the shareholders, along with the information in accordance with the law on information disclosure;
- j. To fulfill obligations regarding the payment of taxes and State budget remittances as prescribed by the law.

CHAPTER IV

CHARTER CAPITAL, SHARE, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The Company's charter capital is: **19,501,045,380,000 dongs (Nineteen trillion, five hundred and one billion, forty-five million, three hundred and eighty thousand Vietnamese dongs)**; The Company's charter capital is divided into **1,950,104,538 ordinary shares (One billion, nine hundred and fifty million, one hundred and four thousand, five hundred and thirty-eight shares)** with par value of 10,000 dongs (ten thousand dongs) per share;
2. The Company may change the charter capital when being approved by the GMS and in accordance with the provisions of laws;
3. Various types of preference shares may be issued by the Company after obtaining the GMS's approval and in accordance with the provisions of law, including:
 - Dividend preference shares;
 - Redeemable preference shares;
 - Convertible dividend preference shares (with the specific conversion rate into ordinary shares decided by the GMS);
 - Preference shares with a combination of the above preferential forms and/or other preferential terms and conditions specified in the preference share issue plan adopted by the GMS and in accordance with the provisions of the law from time to time;
4. The GMS shall decide those who are entitled to buy dividend preference shares, redeemable preference shares and other preference shares;
5. Each share of the same class gives the equal rights, obligations and interests to its owner;
6. The ordinary shares cannot be converted into the preference shares. The preferred shares can be converted into the ordinary shares as decided by the GMS;
7. The founding shareholder's name, address and number of ordinary shares are present in Appendix 1 attached to this Charter. This Appendix is considered a part of this Charter;
8. The ordinary shares must be prioritized for sale to the existing shareholders in proportion to their proportion of ordinary shares in the Company, unless otherwise determined by the existing

shareholders in proportion to their GMS. The number of shares not subscribed fully by the shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such number of shares to the Company's shareholders or other people according to the conditions and manner that the Board of Directors deems appropriate, but must not sell such shares under conditions more favorable than those offered to the existing shareholders, unless otherwise agreed by the GMS or in case such shares are sold through the Stock Exchange under the auction method;

9. The Company may purchase shares it issued (including redeemable preference shares) in the manner specified in the current Charter and prescribed by the law. The ordinary shares redeemed by the Company are treasury shares which may be offered for sale by the Board of Directors in a manner consistent with the Charter and relevant laws;
10. Other types of securities may be issued by the Company when being approved in writing by the GMS and in accordance with the law.

Article 7. Share certificate

1. Share certificates are issued to the Company's shareholders corresponding to the number of shares and class of shares owned;
2. The share certificate must bear the Company's seal and the Company's Legal representative's signature in accordance with the provisions of the Law on Enterprises, clearly state the number and type of shares held by a shareholder, full name and other information of the holder in accordance with the Law on Enterprises. Each registered share certificate represents only one class of share;
3. Any mistake in the content and form of the share certificate issued by the Company shall not affect the holder's rights and interests;
4. Cases of dealing with risks when the share certificate is lost, torn, burnt or destroyed are carried out according to the Company's procedures;
5. The shares may be issued by the Company according to the Law on Enterprises, the law on securities and stock market and the Company's Charter;
6. The legal owners of shares of the Company are recognized in accordance with the law on enterprises and securities law.

Article 8. Dividend preference shares

1. A dividend preference share is a share for which dividend is paid at a rate higher than that paid on an ordinary share, or at an annual fixed rate. Annual dividends include fixed dividends and bonus dividends, at which the former is not dependent on the Company's business results. The

fixed dividend rate and method for determination of bonus dividends are recorded on the share certificate of dividend preference share.

2. Dividend preference shareholders shall have the right as follows:
 - a. To receive dividends at the prescribed rate;
 - b. To receive a proportion of remaining assets corresponding to their holding upon the Company's dissolution or bankruptcy after the Company has paid all debts and redeemable preferred shares;
 - c. To have other rights in the same way as ordinary shareholders, except for the rights to vote, attend the GMS and nominate candidates to the Board of Directors.

Article 9. Redeemable preference shares

1. A redeemable preference share is a share which shall be redeemed by the Company at any time at the holder's request, or in accordance with the conditions stated on the share certificate of redeemable preference share.
2. Redeemable preference shareholders have similar rights to those of ordinary shareholders, except for the right to vote, attend the GMS and nominate candidates to the Board of Directors.

Article 10. Other securities certificates

Bond certificates or other securities certificates of the Company (except for letters of offer, provisional certificates and similar documents) are issued with the Company's legal representative's stamp and sample signature, unless otherwise stated in terms and conditions of issue.

Article 11. Register of shareholders

1. The Company should establish and maintain a register of shareholders since it is issued its business registration certificate, and the register may be a document, electronic data file or both of them;
2. The register of shareholders is kept at the Company's head office or the Securities Depository Center, of which the contents may be checked, looked up or extracted, copies by the shareholders during working hours of Company;
3. In case of any change to the register of shareholders' contents related to any shareholder, such shareholder shall be responsible for implementing the relevant procedures in accordance with regulations of law on enterprise and law on securities for update, amendment of such information in the register of shareholders. The Company does not take any responsibility for cases of inaccessibility or inability to send, or forward letters or documents to the shareholders because the contact address is missing, incorrect or not updated by the shareholder in accordance with this Clause. The procedures for convening the GMS, collecting shareholders' written

opinions and resolutions passed by the GMS shall not be affected by the failure to contact or send, or forward such letter or documents to the shareholders.

Article 12. Offer for sale and assignment of shares

1. The Board of Directors shall determine the timing and method of and offering price for the number of shares which may be offered for sale. The offering price must not be lower than the market price at the time of offering or the most recently recorded value in the books of shares, except for the following cases:
 - a. Shares are offered initially to people other than founding shareholders;
 - b. Shares are offered to all shareholders in proportion to the respective numbers of shares they currently hold in the Company;
 - c. Shares are offered to brokers or underwriters. In this case, any specific discount or discount rate must be approved by the Board of Directors.
 - d. Other cases and discount rates in such cases are decided by the BOD;
2. Issued additional shares are considered sold when any payment is made in full. The order and procedures for recognition of additional shares shall be done in accordance with the law on securities.
3. Shares which have not been paid for in full are not transferable and not entitled to related benefits such as receiving dividends, receiving shares issued for an increase in share capital from equity sources, buying new offered shares;
4. All transactions related to the transfer of shares must be presented in writing, signed by the transferor and the transferee; shares are considered to have been transferred successfully when information about the purchaser specified in Clause 2, Article 122 of the Law on Enterprises is correctly and fully recorded in the Register of shareholders; from that point, the purchaser shall become a shareholder of the Company. In case of a transfer through a securities market transaction, the order, procedures and ownership recognition must be carried out in compliance with the securities law.
5. After the shares are sold, the Company must issue and deliver the share certificates to the purchasers. The Company may sell shares without delivering the share certificates. In this case, the particulars about a shareholder stipulated in Clause 2 of Article 122 of the Law on Enterprises recorded in the register of shareholders and Article 11 of the Charter to certify the share ownership of that shareholder in the Company;
6. The shares can be transferred freely, unless there is a provision on share transfer restriction by the Charter. In case the Charter and/or other documents of the Company passed by the GMS provide any regulations on share transfer restriction, these regulations shall only take effect when

they are clearly stated in the share certificate of the respective shares or in accordance with the law on securities. The transfer may be done by the form of contract in the usual way or through trading on the stock market;

7. The conditions, methods and procedures for offering shares to the public must be done in compliance with the law on securities.

Article 13. Issue of bond

The Company may issue bonds, convertible bonds and other classes of bonds in accordance with the law.

Article 14. Redemption of shares at the request of shareholders

1. A shareholder voting against the re-organization of the Company or against a change to the shareholders' rights and obligations stipulated herein may demand the Company to redeem his/her shares. The request must be in writing and sent to the Company within ten (10) days from the date on which the GMS passes any decision on the matters specified herein;
2. The Company must redeem shares at the shareholder's request as stipulated in Clause 1 of this Article at the market price or agreed by the Company and shareholders within ninety (90) days from the date of receipt of request. In case no agreement on the price is reached, such shareholder may sell shares to other people or the parties may request valuation by a professional valuation organization. The Company shall introduce at least three (03) valuation organizations for the shareholder to select from and such selection shall be the final decision.

Article 15. Redemption of shares by decisions of the Company

The Company may redeem no more than no more than thirty percent (30%) of the total number of ordinary shares sold, and part or all of the dividend preference shares sold in accordance with the following provisions:

1. The Board of Directors shall have the right to decide on redemption of more than ten percent (10%) of the total number of shares of each class already sold within each period of twelve (12) months. In other cases, the redemption of shares is decided by the GMS.
2. The price for redemption of shares is decided by the Board of Directors. The price for redemption of ordinary shares shall not be higher than the market price at the time of redemption, subject to the exception in clause 3 of this Article. For other classes of shares, if there are not any other agreement between the Company and the relevant shareholders, the price for redemption shall not be lower than the market price;
3. The Company may redeem shares of each shareholder in proportion to the number of shares each holds in the Company. The decision to redeem shares of the Company shall be notified by a method guaranteed to reach all shareholders within thirty (30) days from the date on which such

decision is passed The shareholders who agree to have their shares redeemed must send an offer to sell their shares by a method guaranteed to reach the Company within thirty (30) days from the date of notice. The Company shall only redeem offered shares within the above mentioned time-limit.

Article 16. Payment conditions and dealing with the redeemed shares

1. The Company may only pay the shareholders for redeemed shares in accordance with Articles 14 and 15 herein if, after such redeemed shares are paid for, the Company shall still be able to satisfy in full its debts and other property obligations;
2. The shares redeemed in accordance with Articles 14 and 15 herein shall be considered shares not yet sold in accordance with Clause 4 Article 112 of Law on Corporate. The company shall register to decrease charter capital equivalent to total par value shares redeemed within ten (10) days from on which the redeemed shares are completely paid;
3. The share certificates certifying the ownership of redeemed shares must be destroyed immediately after the corresponding shares are paid for in full. The BOD Chairman and General Director must be jointly responsible for any damage caused to the company by failure to destroy or delayed destruction of share certificates;
4. After the redeemed shares are fully paid for, if the total value of assets recorded in the accounting books of the Company is reduced by more than ten percent (10%), the Company must notify all creditors thereof within fifteen (15) days from the date on which the redeemed shares are fully paid for.

Article 17. Collection of payments for redeemed shares or dividends

If the payment of redeemed shares is contrary to the provisions of Clause 1, Article 16 herein or the dividend payment is contrary to the provisions of Article 53 herein, the shareholders shall be obliged to return to the Company the money and other property received. If a shareholder fails to repay the Company, such shareholder shall be responsible for the debts and other liabilities of the Company to the extent that the amount and assets paid to the Shareholder are not refundable The Board of Directors shall have the right to take appropriate measures to recover the payment of redeemed shares or dividends in accordance with the law. All members of the Board of Directors must be jointly responsible for the debts and other property obligations of the Company to the extent of the amount of money and assets paid to the shareholders not refunded if the Board of Directors violates the provisions of law and this Charter.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 18. Organization and operation model and corporate governance principles of the Company

1. The organization and operation model includes:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Audit Committee and Subcommittees that support the Board of Directors;
- d. General Director.

Accordingly, the Company needs to ensure the minimum number of independent members of the Board of Directors to meet the legal requirements and establish an Audit Committee under the Board of Directors. The independent members of the Board of Directors must supervise and control the management and operation of the Company.

2. Corporate governance must be done on the basis of complying with the provisions of the Law on Enterprises, Law on Securities, other relevant laws and the principles:

- a. To ensure a rational and effective governance structure;
- b. To ensure the performance of the Board of Directors, improve the responsibility of the Board of Directors to the Company and its shareholders;
- c. To ensure the shareholders' rights, equal treatment among shareholders; -
- d. To respect and ensure the legitimate rights and interests of parties with related interests in corporate governance;
- e. To ensure the timely, complete, accurate and transparent disclosure of information, the Company's operations, helping shareholders have access to information in a fair manner.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 19. Shareholders' rights

1. Shareholders are the Company's owners with rights and obligations corresponding to the number of shares and the type of shares they own. They are only responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.

2. Those who hold ordinary shares have the following rights:

- a. To attend and speak in the GMS and exercise the right to vote directly at the GMS or through an authorized representative or remote voting in writing or via an electronic system applied by the Company;
- b. To receive dividends at a rate as determined by GMS;

- c. To freely transfer their shares to other shareholders and people other than the shareholders;
 - d. To be given priority in subscribing for new shares offered for sales in proportion to the number of ordinary shares they own;
 - e. To check, review and extract information from the List of shareholders with voting rights and request for correction of any inaccurate information; The implementation manner is regulated in the Company's Regulations, approved by the Board of Directors, and is not restricted to shareholders' right of access;
 - f. To review, search, extract or copy the Company's Charter, GMS meeting minutes and resolutions of GMS;
 - g. To receive a part of the remaining assets in proportion to the shares contributed to the Company if the Company dissolves or goes bankrupt, after the Company has fulfilled financial obligations in accordance with the law and the shareholders hold other classes of shares of the Company in accordance with the law;
 - h. To have other rights as agreed herein and other relevant provisions of law;
3. A shareholder or group of shareholders holding ten percent (10%) of total number of ordinary shares shall have the following rights:
- a. To nominate candidates to the Board of Directors according to the respective provisions in Clause 3, Article 34 herein;
 - b. To have other rights are specified in the Charter.
4. Shareholders or shareholder groups who own over five percent (05%) of total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene the GMS prescribed in Clause 3 Article 115 and 140 of Law on Enterprises;
 - b. To review, search, extract the minutes book and Resolutions, Decision of the Board of Directors, interim and annual financial statements, contracts, transactions shall approved by Board of Directors and other documents, except for documents relating to trade secret of the company
 - c. To have other rights are specified in the Laws and the Charter;

Article 20. Shareholders' obligations

The shareholders shall have the following obligations:

- 1. To pay in full and on time the number of shares subscribed under the commitment;
Not be entitled to withdraw the paid-up capital made in form of ordinary shares unless otherwise those shares are bought back by the Company or another person. If a shareholder withdraws part

or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the shares withdrawn and damage occurred;

2. To comply with the Charter and the Regulations of the Company;
3. To follow any decisions of the GMS and the Board of Directors;
4. To participate in the GMS and exercise the right to vote directly or through an authorized representative, whereby a shareholder may authorize a Member of the Board of Directors or another individual to act as representative at the GMS;
5. To bear personal responsibility when representing the Company in any form to do one of the following acts:
 - a. To violate the laws;
 - b. To conduct business activities and other transactions for self-interest or for the interests of other organizations or individuals not approved by the Company's competent officers in accordance with the Company's regulations;
 - c. To pay off undue debts when there is a financial danger facing the Company not approved by the Company's competent officers in accordance with the Company's regulations;
6. To secure the information provided by the company specified in the Charter and the Laws; only use the provided information to implement and protect legal rights and benefits; prohibit from spreading or copying, sending the information provided to other organizations, individuals by the company.
7. To implement other obligations in accordance with the Laws on Enterprises and the Charter.

Article 21. General meeting of shareholders

1. The General Meeting of Shareholders is the highest body of the Company. The annual GMS shall be held (01) once a year. The GMS shall be held annually within four (04) months from the end of the fiscal year. At the request of the Board of Directors, the business registration office may extend that time-limit, but not beyond six (06) months as from the end of the fiscal year.
2. The Board of Directors must convene an annual GMS and have the right to actively choose any location in the territory of Vietnam in accordance with the Company's business conditions from time to time. The annual GMS shall make decisions according to the provisions of the law and the Charter, especially approving the annual financial statements and cost estimates for the next fiscal year. Independent auditors may be invited to attend the meeting in order to advise the approval of annual financial statements;
3. The Board of Directors must convene an extraordinary GMS in the following cases:

- a. The Board of Directors considers it necessary to do so in the interests of the Company;
 - b. The annual balance sheet, six (06)-month reports or quarterly or audited annual financial statements reflect that equity has been halved (1/2) with the beginning of the period;
 - c. When the number of remaining members of the Board of Directors is less than the number as prescribed by the law or less than two-thirds of the members specified in the Charter;
 - d. A shareholder or a group of shareholders stipulated in Clause 3 Article 19 of this Charter requires convening a GMS by a written proposal. The written proposal must clearly state reasons and purposes of the meeting with signatures of the relevant shareholders (the written proposal can be made in many copies with signatures of all shareholders with related documents);
 - e. Other cases prescribed by law and the Company's Charter
4. Convening an extraordinary GMS:
- a. The Board of Directors must convene the General meeting of shareholders within a time-limit of thirty (30) days as from the date on which the number of remaining members of the Board of Directors is as stipulated in in point c, Clause 3 of this Article or any requirements stipulated in Point d, Clause 3 of this Article is received.
 - b. If the Board of Directors fails to convene a meeting of GMS as prescribed at Point a, Clause 4 of this Article, the shareholder or group of shareholders that request as prescribed in Clause 4, Article 19 of the Charter, within a period of thirty (30) next day, shall have the right to replace the Board of Directors to convene a meeting of the GMS in accordance with the provisions of the Law on Enterprises.
5. The convener must perform the work in accordance with Clause 2 Article 26 of the Charter of the Company in organizing the GMS;
6. The cost of convening and conducting the GMS shall be paid by the Company without including expenses spent by shareholders when attending the GMS.

Article 22. Rights and duties of the GMS

1. The annual GMS is entitled to discuss and approve:
 - a. Annual business plan of the Company;
 - b. Audited annual financial statements;
 - c. Board of Directors' report on the governance and performance of the Board of Directors and each member;
 - d. Short-term and long-term development plans of the Company;
 - e. Amount of dividend payable on each class of share;
 - f. Other issues under its authority;

2. The annual and extraordinary GMS shall adopt decisions on the following issues:
 - a. To pass the development direction of the Company;
 - b. To approve the annual financial statements;
 - c. Annual dividend payment for each class of share that is consistent with the Law on Enterprises and the rights associated with that class of shares. This dividend rate must not be higher than that proposed by the BOD after consulting with shareholders at the GMS;
 - d. Number of Members of the Board of Directors;
 - e. Approve the list of independent audit firms; decide on the independent audit firms inspecting the Company's operations;
 - f. Election, dismissal, removal and replacement of BOD members;
 - g. Total remuneration of BOD members and report on remuneration of BOD;
 - h. Supplement and amendment to the Charter;
 - i. Decide on share types and the number of new shares to be issued for each type;
 - j. Division, separation, consolidation, merger or transformation of the Company;
 - k. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
 - l. Review and handling of breaches by the BOD which cause damage to the Company and its shareholders;
 - m. Decision on investment or sale of assets with a value of at least thirty-five percent (35%) of total value of assets recorded in the latest financial statements of the Company;
 - n. Redemption of more than ten percent (10%) of total sold shares of each class;
 - o. Conclusion of contracts with people specified in Clause 1, Article 31 herein with a value at least thirty-five percent (35%) of total value of assets recorded in the latest financial statements of the Company;
 - p. the GMS may authorize the BOD to decide and implement some of the tasks under the power of the GMS. The GMS shall be determine the specific scope of authorization as the case may be and to the extent permitted by law;
 - q. Other issues in accordance with this Charter and other regulations of the Company.

Article 23. Authorized representatives

1. Shareholders that have the right to attend the GMS in accordance with the law can directly attend or authorize their representatives to do so. If more than one authorized representative is appointed, it is necessary to specify the number of shares and specific number of votes of each representative. Any person that is authorized to attend the GMS must submit the written power of attorney when registering to attend the meeting before entering the meeting room. The

appointment of an authorized representative must be in writing and notified to the Company and shall be only valid to the Company from the date the notice is well received by the Company.

The notice must contain the following main particulars:

- a. Name, permanent residence, nationality, identity card number, passport number or other legal personal identification of shareholder being an individual; name, number and date of decision on establishment or business registration, address of head office of shareholder being an organization;
 - b. Number of shares, classes of shares and date of registration as a shareholder with the Company;
 - c. Name, permanent residence, nationality, identity card number, passport number or other lawful personal identification of the legal representative;
 - d. Number of shares for which a representative has been appointed;
 - e. Representation term; and
 - f. Full name and signature of the authorized representative and shareholder.
2. The authorization for an individual and an organization to represent to attend the GMS must be made in writing. Authorization made in writing according to the regulations of civil law and specified name of the authorized individual, organization and the number of authorized shares or authorized document made under the form of company in accordance with regulations of laws and signed as required:
- a. If an individual shareholder is the authorizer, the power of attorney must be signed by (i) such shareholder and (ii) the individual authorized to attend the meeting;
 - b. If the institutional shareholder is the authorizer, the power of attorney must be signed by (i) the legal representative of the shareholder and (ii) the individual authorized to attend the meeting;
 - c. In other cases, the authorization to attend the meeting shall be done in accordance with the law on authorization;
If a shareholder changes the authorized representative compared with the notice sent under Clause 1 of this Article, the authorized person to attend the GMS shall have to submit the power of attorney before entering the meeting room.
3. If the attorney on behalf of the authorizer signs the appointment of representative, the appointment in this case shall be considered valid only if the appointment of representation is presented with the power of attorney or a valid copy of such power of attorney (if not previously registered with the Company);

4. In the cases stipulated in clause 3 of this Article, the voting slip of the person authorized to attend a meeting within the scope of his authorization shall remain effective in one of the following cases;
 - a. The principal dies, or his capacity for civil acts is lost or is restricted;
 - b. The principal terminates the authorization;
 - c. The authorizer has canceled the authorized person's authorization;

This provision shall not be applied in the event that the Company receives legal notice of one of the events prior to the opening of the GMS or before the meeting is re-convened.

Article 24. Change of rights

1. The change or cancellation of special rights associated with a class of preference share shall be effective when approved by a shareholder representing at least sixty-five percent (65%) of all voting of shareholders attending the meeting. GMS's resolution on contents which disadvantage rights and obligations of shareholders holding preference shares shall only approved if the number of attending shareholders holding the same class of preference shares holding at least seventy-five percent (75%) of voting rights of the above preference shares or shareholders holding the same class of preference shares at least seventy-five percent of voting rights of the above preference shares in case of approving resolution by the method of giving opinions in writing;

The organization of a meeting of shareholders holding a preference shares to approve the change of rights shall be valid only when there are at least two (02) shareholders (or their authorized representatives). and holds at least one third (1/3) of the par value of such shares issued. In case there are not enough quorum as mentioned above, the meeting shall be reorganized within thirty (30) days thereafter and the holders of such shares (regardless of the number of people and number of shares) that are present in person or through an authorized representative shall be deemed to be a sufficient quorum.

At the meetings of shareholders holding preference shares mentioned above, those holding shares of that class who are present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the above-mentioned meetings;
2. Such separate meetings are conducted according to the same procedure as the provisions of Article 26 and Article 28 of the Charter;
3. The special rights attached to the classes of shares with preferential rights in respect of some or all of the matters related to the distribution of the Company's profits or assets shall not be

changed when the Company issues additional shares of the same class, unless otherwise specified by the terms of the share issue.

Article 25. Convening the GMS, agenda and notice to the GMS

1. The GMS shall be convened by the Board of Directors or convened under the cases specified in Clause 4, Article 21 of the Charter;
2. The person who convenes the GMS must perform the following tasks:
 - a. To make a list of shareholders entitled to attend the meeting at the meeting no earlier than ten (10) days before the date of sending the invitation to the GMS;
 - b. To formulate the agenda, the meeting contents and prepare documents in accordance with the law and the regulations of the Company;
 - c. To determine the time and venue of the GMS;
 - d. To inform and send the notice of GMS to all shareholders entitled to attend the meeting;
 - e. To carry out other tasks for the meeting.
3. The notice of GMS's meeting must be sent to all shareholders by a communication method to ensure it reaches the shareholders' contact address. The contact address of shareholders is one of the following types of information: registered head office address for organizations; permanent residence address; workplace address; phone number; email address; or any other address of the individual that they register with the Company as their contact address. In the case where the Company sends a GMS meeting notice via email, the email address of the shareholder receiving the notice is the address saved and provided by the Vietnam Securities Depository and Clearing Corporation ("VSDC"), or the email address registered by the shareholder with the Company. The notice of GMS meeting must be sent to Shareholders and simultaneously published on the media of the Stock Exchange (in case the Company is listed or registered for trading), on the website of the Company at least twenty-one (21) days prior to the GMS meeting date (starting from the date on which the notice is sent or validly transmitted). The GMS meeting agenda, documents related to issues to be voted on at the GMS must be sent to shareholders or/and posted on the Company's website. In case none of document is attached to the notice of GMS meeting, the meeting notice must clearly state any website address for shareholders to access;
4. A shareholder or a group of shareholders mentioned in Clause 4 Article 19 herein may recommend items to be included in the agenda of the GMS. The recommendation must be made in writing and sent to the Company at least three (03) working days before the opening of the GMS. The recommendation must include the shareholder's full name, the number and class of shares held by that shareholder, and contents recommended to be included in the agenda.

5. The convener of the GMS shall have the right to reject a proposal related to Clause 4 of this Article and reply the GMS in writing no later than two (02) working days prior to the GMS meeting date. The convener of the GMS shall only reject a proposal in case of one of the following cases:
 - a. The recommendation is not submitted on time, with insufficient, incorrect contents or inconsistent with the provisions of the Charter and law;
 - b. At the time of recommendation, shareholders or groups of shareholders do not have at least five percent (05%) of common shares as prescribed in Clause 4 Article 19 herein;
 - c. The recommended issue is not within the jurisdiction of the General Meeting of Shareholders for discussion and approval.
 - d. In other cases, but there must be a written response to the recommendation of a shareholder or group of shareholders as mentioned in Clause 3, Article 19 of the Charter;
6. The Board of Directors/GMS convener shall prepare a draft Resolution for each issue in the agenda; list and details of candidates in case of election of BOD member;
7. The Board of Directors/GMS convener shall approve and put the recommendations as prescribed in clause 4 of this Article into the meeting's tentative program and agenda, other than the cases stated in clause 5 of this Article; the recommendation shall be officially add to the meeting's program and agenda if approved by the GMS.

Article 26. Conditions for conducting the GMS

1. The GMS shall be conducted when the number of attending shareholders represents at least fifty percent (50%) of shares with voting rights;
2. In the absence of a quorum within sixty (60) minutes from the scheduled opening of the GMS, the convener shall cancel the meeting. The GMS must be reconvened within thirty (30) days from the intended date of the first (01) GMS. The reconvened GMS can only take place when the shareholders and authorized representatives represent at least 33% of total voting shares;
3. If the second (02) GMS could not be held due to lack of quorum within sixty (60) minutes from the time set for the opening, it may be reconvened for the third time (03) within twenty (20) days from the intended date of the second (02) meeting; in this case, the third GMS shall be held regardless of the number of attending shareholders or authorized representatives and valid and powered to make decision on all the matters that could have been passed under the first GMS.
4. Only the GMS has the right to amend the agenda which has been sent to shareholders together with the GMS invitation as stipulated in Clause 3, Article 25 herein.

Article 27. Procedures for conducting and voting at the GMS

1. Before the opening of the meeting, the Company must carry out procedures for registration of shareholders until all the attending shareholders have fully registered;
2. When conducting the shareholder registration, the Company shall issue to each shareholder or authorized representative with voting right a voting card on which the registration number, the shareholder's full name, the authorized representative's full name and the number of votes of those shareholders. The voting is conducted in the form of secret ballot. The Chairperson shall announce the results of the voting counts immediately prior to the closing of the meeting. The person responsible for counting votes or supervising the vote counting shall be elected at the meeting under the Chairperson's request;
3. The BOD Chairman shall be the Chairperson of the GMS convened by the BOD. If the BOD Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to preside over the meeting under the majority rule (more than one-half) of BOD members. If none of such persons is able to preside over the GMS, BOM member holding the highest position and present at the GMS shall facilitate the election of the GMS Chairperson; In other cases, the person who signs to convene a GMS shall facilitate the election of GMS Chairperson and the person with the highest votes shall be appointed as Chairperson of the meeting.
Chairperson shall appoint one or multiple individuals to be the meeting's secretary.
The GMS shall elect one or multiple individuals to the counting committee at the request of the Chairperson.
4. Any shareholder or person authorized to attend the meeting who arrives after the opening of the meeting shall be registered and shall have the right to participate in voting immediately after registration. In this case, the effectiveness of any voting contents already conducted beforehand shall not be affected.
The shareholders are considered to have attended and voted at the GMS when falling into one of the following cases: (i) Attend in person and vote at the meeting; (ii) Authorize another person to attend and cast votes at the meeting; (iii) Attend and cast votes through online meeting, electronic voting or using another electronic medium; (iv) Send votes to the meeting by mail or email;
5. The convener of the GMS shall have the following rights:
 - a. To require all people attending the meeting to be checked or subject to other legal and reasonable security measures. In the event that the Shareholder or his/her authorized representative fails to comply with the security check, the convener of the GMS may,

further to his/her due and careful consideration, reject or expel such Shareholder or representative from the GMS.

- b. To request a competent body to maintain order during the meeting; to expel from the GMS anyone who fails to comply with the Chairperson's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting.
6. The meeting agenda and contents must be approved by the GMS in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.
7. The Chairperson reserves the right to take necessary and reasonable measures to conduct the meeting in an orderly manner according to the approved agenda;
8. The GMS Chairperson may reschedule the GMS even if the quorum is available to a different time and venue decided by the Chairperson without consulting the GMS if it is found that:
 - a. The participants do not have convenient seats at the venue of the GMS; or
 - b. The media at the meeting location does not guarantee shareholders to attend the meetings, discuss and vote; or
 - c. The participants' conduct causes actual or potential the meeting; or there is a participant that disrupts the order and threatens to obstruct the fair and legal progress of the meeting; or
 - d. The delay is required for the GMS to be properly conducted.

In addition, the GMS Chairperson may adjourn the meeting upon the consent or request of the GMS with sufficient required quorum. The maximum time of any adjournment shall not exceed three (03) days as from the date of the proposed opening of the GMS. The reconvened GMS shall only review contents which should have been legally carried out at the previous adjourned one.
9. In case the Chairperson adjourns or suspends the GMS against Clause 8 of this Article, the GMS shall elect another person from the attendees to replace the Chairperson in conducting the meeting until its completion, and the effectiveness of voting contents at such meeting shall not be affected;
10. The Chairperson or Secretary of the GMS may take the actions which they find necessary in order to conduct the GMS in a proper and orderly manner, or in a way that allows the GMS to reflect the majority of attendees' wishes (more than 1/2);
11. The person convening the GMS may, further to his/her due and careful consideration, carry out the measures deemed appropriate:
 - a. To arrange seats at the GMS venue;

- b. To ensure safety for the attendees present at the venue of the meeting;
- c. To create favorable conditions for the shareholders to attend (or continue to attend) the GMS;

The person convening the GMS reserves the right to change the above measures and apply all measures deemed necessary. The applicable measures may be the issuance of admission or use other forms of option.

- 12. If any of the above measures are taken at the GMS, the GMS convener upon determining the venue of the meeting, may:
 - a. Notify that the GMS shall be conducted at the place stated in the notice and the Chairperson is present (Primary meeting venue);
 - b. Arrange and organize for the shareholders or authorized representatives who cannot attend the GMS under this Article or the persons who wish to participate in a location other than the primary location of the meeting can also attend the GMS;

It is not required to present security measures under this Article in details in the notice on organization of GMS.
- 13. In case of an online meeting, the Company shall ensure that participating shareholders are able to attend and vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

Article 28. Approval of the Resolution of the GMS

- 1. The GMS shall adopt resolutions within its power via voting in the meeting or written ballot. Programs, computer software, information technology services may be used by the Company in voting to facilitate shareholders.
- 2. Unless adopted by written ballot in accordance with Article 29 herein, the GMS resolution on the following matters shall be passed upon approved by more than sixty-five percent (65%) of total voting shares of all Shareholders who attend and vote at the meeting:
 - a. Class of shares and total number of shares of each class;
 - b. Changes of business lines, business fields;
 - c. Change of the Company's organizational structure in accordance with Clause 1 Article 18 herein;
 - d. Projects of investment or sale of assets with a value of thirty-five percent (35%) or more of total value of assets recorded in the latest financial statements of the Company;
 - e. Reorganization and dissolution of the Company;

- f. Transactions subject to approval of the GMS in accordance with Clause 3, Article 31 herein.
3. Any Resolution on other issues of the GMS shall be adopted when being approved by a number of shareholders representing at least fifty percent (50%) of total voting shares of all Shareholders who attend and vote at the meeting, except as otherwise provided in Clause 2 and Clause 4 of this Article and Clause 8 of Article 29 herein.
4. Voting to elect BOD members must be implemented by the method of cumulative voting, whereby each shareholder shall have as his total number of votes the total number of shares he owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder shall have the right to accumulate all his votes for one or more candidates. Elected BOD members shall be determined by the number of votes received in descending order, starting from those with the most votes until the required number of elected members is reached. If there are at least two (02) candidates with the same number of votes, the GMS shall vote among those with equal votes or make the choice in accordance with criteria specified in the Election Regulations.
5. The GMS's Resolutions shall be notified to all shareholders who are entitled to attend the GMS within fifteen (15) days from the passing date; in case of an available website, such Resolutions may be posted on the Company's website.
6. The GMS's Resolutions adopted with 100% of the voting shares are lawful and valid even the process and procedure for such adoption fails to comply with the law.

Article 29. Authority and formalities to get shareholders' written ballot for approval of GMS Resolutions

Unless otherwise clearly provided by the law that the GMS shall be held for the presentation of matters to be adopted under the jurisdiction of the GMS, the GMS may ratify all matters falling under its jurisdiction by collecting written opinions of the Shareholders (including the cases specified in Clause 2, Article 28 hereof and Clause 2, Article 147 of the Law on Enterprises). The Company shall directly collect written opinions of the Shareholders and/or engage the e-voting service or in other electronic forms according to regulations on the electronic voting regulation of Vietnam Securities Depository ("VSD").

The order and procedures for written ballot using VSD's electronic voting service shall be implemented according to VSD's regulations.

The authority and formalities of written ballot shall be directly implemented by the Company in accordance with the following provisions:

1. The BOD shall be entitled to collect written opinions of shareholders to pass the GMS's decisions on all matters falling under the GMS's jurisdiction at any time deemed necessary for the Company's interest, including the cases prescribed in Clause 2, Article 28 hereof and Clause 2, Article 147 of the Law on Enterprises.
2. The BOD must prepare written opinion forms, draft resolution of the GMS and documents explaining that draft resolution and submit documents to the shareholders having voting right at least 10 days before the deadline of receiving opinion forms. Request and method of sending the receiving opinion forms and attached documents are in accordance with Article 143 of Law on enterprise.
3. An opinion form must contain the following main contents:
 - a. Name, head office address, number, date of issue of business registration certificate; business registration place of the Company;
 - b. Purpose of collecting written opinions;
 - c. Full name, permanent address, nationality, ID card number, passport number or other lawful identity document of the shareholder being an individual; name, enterprise code or number of establishment decision, head office address of the shareholder being the organization or ID card number, passport number or other lawful identity document of the authorized representative for an organizational shareholder; number of shares of each class and number of shareholder's votes;
 - d. Issue on which it is necessary to obtain opinions in order to pass a resolution;
 - e. Voting options including "for", "against" or "abstained" on each consulted issue;
 - f. Time-limit within which the completed written opinion form must be returned to the Company;
 - g. Full name and signature of the BOD Chairman.
4. The shareholders may send completed written opinion form to the Company in the following manner:
 - a. By post: Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization. The opinion forms which are returned to the Company must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes.
 - b. By email: The opinion forms sent to the Company by e-mail must be kept confidential until the time of counting of votes;

The opinion forms sent to the Company after the deadline specified in the opinion sheet content or opened in the case of mailing and disclosed in case of sending an email shall be invalid. The opinion forms not sent shall be considered to be a vote not participating in the vote.

5. The BOD shall organize the vote counting and make a minutes of vote counting in the presence of shareholders that do not hold managerial positions in the Company. The minutes of counting of votes shall contain the following basic particulars:
 - a. Name, head office address, number and date of issue of business registration certificate, business registration place;
 - b. Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a decision;
 - c. The number of shareholders and total number of votes casted, in which it is necessary to distinguish the number of valid votes, invalid votes and the method of sending votes, together with an appendix listing the shareholders participating in the vote.
 - d. Total number of votes for, against and abstentions on each issue voted upon;
 - e. Decisions which have been passed and corresponding affirmative vote rate;
 - f. Full name and signature of the BOD Chairman, the vote counter and the vote counting supervisor;

The BOD members, vote counters and vote counting supervisors are jointly responsible for the truthfulness, accuracy of the minutes of vote counting; jointly responsible for damages caused by the decisions passed due to the untruthful, incorrect counts of votes;

6. The minutes of vote counting must be published on the Company's website within twenty-four (24) hours from the date of completion of vote counting;
7. Any completed written opinion forms, minutes of votes counting, full text of any passed resolution and related documents sent with all of the written opinion forms must be archived at the Company's head office;
8. The GMS's Resolutions are passed in the form of written ballot when approved by a number of shareholders representing more than fifty percent (50%) of total voting shares of all shareholders entitled to vote. In particular, the written ballot of the GMS for contracts or transactions under Clause 3, Article 32 herein shall be approved when being voted for by a number of shareholders representing sixty-five percent (65%) of total votes. The GMS's Resolutions passed by written ballot of shareholders shall be effective and valid same as any resolution passed at the GMS.

Article 30. Minutes of General Meeting of Shareholders

1. All the GMS must be fully documented;

2. The meeting minutes shall be completed and in accordance with Article 150 of the Law on Enterprises.
3. The Chairperson and Secretary of the meeting shall be jointly liable for the truthfulness and accuracy of the minutes.

The GMS meeting minutes must be published on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the date of conclusion of such meeting.

Article 31. Contracts, transactions subject to approval by the GMS or BOD members

1. Contracts and transactions between the Company and the following entities must be approved by the GMS or the BOD:
 - a. Shareholders and authorized representative of shareholders owning more than ten percent (10%) of ordinary shares of the Company and their related persons;
 - b. BOD members, General Director and their related persons;
 - c. Enterprises mentioned in Clause 2 Article 164 of the Law on Enterprises.
2. The BOD approves the contracts and transactions specified in Clause 1 of this Article with a value less than thirty-five percent (35%) of total value of assets recorded in the Company's latest financial statement. In this case, those representing the Company to sign the contract must send a notification to BOD members of entities related to such contract or transaction, and enclose with the draft contract or description of transaction. The contracts and transactions shall be approved by the BOD within fifteen (15) days since the receipt of notice. The members with related interest shall not have any voting right.
3. Other contracts and transactions except for cases stipulated in Clause 2 herein shall be approved by the GMS. In this case, those representing the Company to sign the contract must send a notification to the BOD of entities related to such contract or transaction, and enclose with the draft contract or description of transaction. The BOD shall submit the draft contract or description of transaction to the GMS or carry out a written ballot. In this case, related shareholders shall not have voting right; contracts and transactions shall be approved when being approved according to Clause 2, Article 28 and Clause 8, Article 29 hereof.
4. The contracts, transactions signed or performed without any approval stipulated in Clause 2 and Clause 3 of this article and to the Company's detriment shall be invalid and dealt with as prescribed by the laws. The person signing the contract, the shareholder, the BOD member or the General Director shall be jointly compensated for any damage arising and refund to the Company any benefits obtained from the performance of that contract and transaction.

Article 32. Request for cancellation of GMS's decisions

Within ninety (90) days from the day on which the GMS minutes or the minutes of votes counting is received, the shareholder or group of shareholders mentioned in Clause 4 Article 19 of the Law on Enterprises may request a court or arbitration tribunal to consider canceling the GMS's Resolution in the following cases:

1. The order and procedures for convening and making decisions at the GMS are not conformable with the Law on Enterprises and the Company's Charter, except for the case specified in Clause 7, Article 25 herein;
2. The decisions' contents contravene the law or the Company's Charter;

In case the GMS's decision is cancelled by decision of the court or arbitration tribunal, those convening the GMS may consider reorganizing the GMS within sixty (60) days by the order and procedures stipulated in the Law on Enterprises and this Charter.

**CHAPTER VII
BOARD OF DIRECTORS**

Article 33. General provisions

The BOD is utterly loyal to the interests and values of the Company and the shareholders; ensuring sustainable development, monitoring risks of the Company and implementing the GMS's resolutions. In order to implement effective corporate governance, the BOD is required to perform the following roles:

1. To develop the Company's strategic development orientation and submit to the GMS for approval, monitor and control the implementation of strategies by the General Director and managers;
2. To supervise the implementation of business plans;
3. To monitor the effectiveness of governance;
4. To ensure the transparency in the nomination and election of the BOD members;
5. To be in charge of monitoring the compliance and performance evaluation of General Director, other managers of the Company;
6. To decide the remuneration, salary, bonus and other benefits of the General Director and BOD members according to the Company's long-term interests.

The remuneration, salary, and other benefits of the BOD members, General Director and other managers shall be included in business expenses in accordance with the laws on corporate income tax, and presented as a separate item in annual financial statements of the Company, to be reported to the GMS at the annual meeting.

Article 34. Composition and term of office of BOD members

1. The BOD shall includes five (05) members. The total number of Independent members shall comply with the law.
 - a. A BOD member may be a person who does not hold shares of the Company;
 - b. The BOD members and Independent BOD members shall meet the standards prescribed by applicable Laws and provisions in the Company's Corporate Governance Regulations.
 - c. The BOD members are not concurrently members of the BOD at more than five (05) other companies.
2. Nomination of candidates to the BOD:

In case the candidates have been determined in advance, information about BOD candidates shall be included in the GMS meeting documents and announced at least ten (10) days prior to the opening of the GMS on the Company's website for shareholders' consideration before voting. Any BOD nominees must have written commitments to the truthfulness, accuracy and reasonableness of published personal information and commit to honestly perform duties if elected as a BOD member. Any information related to BOD candidates shall be published, at least including:

 - a. Full name, date of birth;
 - b. Professional qualifications and education;
 - c. Working process;
 - d. Companies at which they are holding BOD memberships and other managerial positions;
 - e. Report on evaluation of candidate's contribution to the Company, in case that candidate is currently a BOD member of the Company;
 - f. Benefits related to the Company (if any);
 - g. Full name of shareholder or group of shareholders nominating that candidate (if any);
 - i. Other information (if any).
3. The shareholders holding shares with voting rights may include voting rights of each person together to nominate any BOD members. A or group of shareholders holding ten percent (10%) of total number of shares with voting rights shall be entitled to nominate one (01) candidate; from over ten percent (10%) to less than thirty percent (30%) entitled to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) entitled to nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) entitled to nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) entitled to nominate up to five (05) candidates; from sixty percent (60%) to less than seventy per cent (70%) entitled to nominate up to six (06) candidates; from seventy percent (70%) to less

- than eighty percent (80%) entitled to nominate up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) entitled to nominate up to eight (08) candidates;
4. If the number of BOD members through nomination and self-nomination is not enough for the needed number, the incumbent BOD may nominate additional candidates or organize the nomination by the mechanism provided by the Company in the Company's Corporate Governance Regulations. The nomination mechanism or methods applied by the incumbent BOD must be disclosed and approved by the GMS prior to nomination;
 5. The order and procedures for electing the BOD comply with the Company's Corporate Governance Regulations. The BOD introducing additional candidates shall be clearly announced before the GMS conducts the voting of BOD members under the law.
 6. The term of a BOD member is five (05) years (unless the GMS decides that the term of a BOD member has a specific duration but not exceed five (05) years); BOD members may be re-elected for an unlimited number of terms. An individual shall be only elected to be an independent member of the BOD no more than 2 consecutive terms. The term of a BOD member starts from the date of approval or the effective date stated in the GMS's Resolution regarding the election of the member of the BOD. If all BOD members end the term at the same time, these members continue to be the BOD members until the new members replace and take over the tasks. If a BOD member fails to perform his/her duties for a special reason, the BOD may report the issue at the next GMS for information and replacement.
 7. The GMS dismisses a member from the BOD in the following cases:
 - a. That member no longer qualifies to be a BOD member according to the Law on Enterprises or prohibited by the law from being a BOD member;
 - b. That a resignation letter is written and approved;
 - c. That member suffers from mental disorders with medical expert proof of such loss of capacity for civil acts;
 8. The GMS removes a member from the BOD in the following cases:
 - d. Failure to attend the BOD meetings for six (06) consecutive months and the BOD determines that this person's position is vacant.
 - e. That member is dismissed under the decision of the GMS on the principle prescribed in Clause 6 of this Article;
 9. As may deem necessary, the GMS shall make decisions on replacing the BOD members; dismissing the BOD member other than the cases stipulated in clause 7 and clause 8 of this Article.

10. The appointment of BOD members must be published in accordance with the provisions of the law on securities and securities market;

Article 35. Powers and duties of the BOD

1. The BOD is the Company's governing body, having full authority to make decisions in the name of the Company, to exercise the Company's rights and obligations which do not fall within the authority of the GMS and/or make decisions on issues assigned by the GMS;
2. The BOD's powers and duties shall be stipulated by the laws, the Company's Charter, the Corporate Governance Regulations and the GMS's resolutions. The BOD shall have the specific rights and responsibilities as follows:
 - a. To make decisions on the Company's strategy, medium-term development plans; supervise the implementation of development plans, short-term and long-term plans, and annual business plans;
 - b. To approve adjustments and changes to the Company's annual business plan when being authorized by the GMS when this adjustment is considered to be consistent with the strategy and development plan approved by the GMS;
 - c. To supervise activities of General Director, other managers of the Company to ensure compliance with decisions made by the GMS/the Board of Directors and business effectiveness, organizational development. The supervision by the Board of Directors must be carried out through the reporting mechanism. The reporting mechanism from the General Director to the BOD shall be stipulated in the Company's Corporate Governance Regulations;
 - d. To propose classes of shares and total number of shares to be offered for each class;
 - e. To decide to offering new shares within the number of shares of each class which may be offered for sale; make decisions on raising additional funds in other forms;
 - f. To decide the selling price of shares, bond issuance plan, type of bonds, total value of bonds and bond issuance timeline of the Company, including bonds issued to the international market;
 - g. To make decision on shares redemption in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
 - h. To decide any investment plans and investment projects within the competence and limitation as prescribed by the law;
 - i. To decide the market development, marketing and technology solutions;
 - j. To approve the Company's contracts of sale, purchase, borrowing, lending and other contracts valued at 35% or more of the total asset value of the Company recorded in the

most recent financial statements, other than the contracts, transactions falling under the jurisdiction of the GMS as stated in point m, Clause, Article 22, Clause 1 and 3 of Article 31 hereof;

- k. To be in charge of election, dismissal and removal from office of the BOD Chairman;
- l. The term of a BOD member is five (05) years (unless the GMS decides that the term of a BOD member has a specific duration but not exceed five (05) years); BOD members may be re-elected for an unlimited number of terms. An individual shall be only elected to be an independent member of the BOD no more than 2 consecutive terms. The term of a BOD member starts from the date of approval or the effective date stated in the GMS's Resolution regarding the election of the member of the BOD. If all BOD members end the term at the same time, these members continue to be the BOD members until the new members replace and take over the tasks. If a BOD member fails to perform his/her duties for a special reason, the BOD may report the issue at the next GMS for information and replacement;
- m. To provide opinions on the General Director's report on the plan (including adjustment plan) for hiring, appointment, and dismissal of executive positions under the jurisdiction of General Director;
- n. To provide opinions on the scope of management, administration and assignment of affairs among the managers based on reports by the General Director regarding unplanned issues;
- o. To decide on the Company's organizational structure, Internal Management Regulations; the establishment, merger, division, consolidation, conversion and dissolution of the subsidiaries; establishment and termination of operation of branches and representative offices; capital contribution, purchase of shares or capital contributions of another enterprise or sale of shares or capital contributions at another enterprise;
- p. To make price decisions or to hold a valuation of assets contributed to the Company other than cash in connection with the issuance of shares or bonds by the Company, including but not limited to gold, use rights land, intellectual property rights, technology and technological know-how and other lawful assets;
- q. To review the agenda, contents used for a GMS, convene a GMS meeting or collect opinions for GMS to adopt a decision;
- r. To submit annual financial statements to the GMS;
- s. To recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;

- t. To propose the Company's reorganization, dissolution, bankruptcy;
 - u. To have other rights and obligations in accordance with the law, this Charter, Corporate Governance Regulations and decisions of the GMS.
3. The BOD shall be required to report to the GMS about its activities, specifically its supervision of other managers of the Company in the fiscal year;
 4. The BOD may authorize the General Director, Deputy General Directors and other managers of the Company to handle work on behalf of the Company;
 5. The BOD members (excluding the authorized representatives) shall be entitled to obtain their remuneration for their works done as BOD members. The total remuneration for the Board of Directors shall be decided by GMS. This amount of remuneration shall be distributed to members of the Board of Directors as agreed by the Board of Directors or equally divided in case none of agreement is reached.
 6. The remuneration of BOD members shall be included in the Company's business expenses as prescribed by the laws on corporate income tax, and presented as a separate item in annual financial statements and reported at the Annual GMS.
 7. The BOD members holding managerial positions or BOD members working in the Subcommittees, Committees of the BOD, or performing other tasks deemed as beyond their normal scope of responsibility by the BOD may be paid further remuneration in the form of remuneration package for each time, and salary, commission, share of profits or otherwise decided by the BOD;
 8. The BOD members shall be entitled to be paid for all the expenses of traveling, meal, accommodation and other reasonable expenses incurred upon performing duties in the role of BOD members, including all the expenses arising from their attendances to the BOD meetings or Subcommittees, Committees of the BOD or the GMS.

Article 36. Chairman of the Board of Directors

1. A BOD member shall be elected by the BOD to be the Chairman. The BOD Chairman must not concurrently hold the position of General Director;
2. The BOD Chairman shall have the following rights and obligations:
 - a. To prepare working plans and programs of the Board of Directors;
 - b. To prepare the agenda, contents, documents for the meeting; convene and chair the BOD meetings;
 - c. To organize the adoption of BOD's resolutions;
 - d. To supervise the implementation of BOD's resolutions;
 - e. To chair the GMS meeting, Board of Directors meeting;

- f. To assign and delegate authority to the BOD members; assign and delegate authority to members of advisory and supporting Subcommittees, Committees of the BOD if necessary;
 - g. To direct the implementation of other functions and duties within the BOD's authority;
 - h. To sign the labor contract with the General Director based on the BOD's authorization;
 - i. To decide on the order, procedure for requirement of providing information according to Article 159 of the Law on Enterprises;
 - j. To have other rights and obligations according to the law, the Charter, Corporate Governance Regulations and other internal regulations of the Company.
3. In case the BOD Chairman is absent or unable to perform his/her duties, another member shall be authorized in writing by the Chairman to exercise his rights and obligations. If no one is authorized, other members shall elect one of them as the temporary BOD Chairman under the majority rule (more than half) of remaining members approving until new decision of the BOD;
4. In case the BOD Chairman resigns or is dismissed, the BOD must elect a substitute within ten (10) days from the date of resignation or dismissal.

Article 37. Meetings of the Board of Directors

1. If the Board of Directors elects the Chairman, the first meeting of the term of the Board of Directors for the election of the Chairman and other decisions under its authority must be conducted within seven (07) working days, including from the end of election for that term. This meeting shall be convened by the member who gains the highest number of votes. In case of having at least one (01) member with the equal highest number of votes, these members shall elect one of them to convene a BOD meeting by the majority rule (more than 1/2);
2. For regular meetings, the BOD Chairman shall be responsible for convening regular meetings, agenda, meeting time and venue at least three (03) working days before the scheduled meeting date. The BOD Chairman may convene a meeting whenever necessary, but at least one (01) meeting must be held each quarter;
3. The BOD Chairman must convene a BOD meeting in the following cases:
- a. At the request of Independent BOD members;
 - b. At the request of General Director;
 - c. At the request of the majority (more than 1/2) of BOM members in accordance with the laws;
 - d. At the request of at least two (02) managers of the Board of Directors;
- The request must be made in writing and must specify the objective and issues which need to be discussed, and resolutions within the authority of the Board of Directors.

4. The BOD meetings mentioned in Clause 3 of this Article must be conducted within seven (07) working days in case of any request for meeting. If the BOD Chairman does not accept to convene the meeting at the request, the Chairman shall be responsible for damages caused to the Company; those suggesting the meeting specified in Clause 3 of this Article may themselves convene a BOD meeting;
5. The BOD meeting shall be conducted at the Company's registered address or other addresses in Vietnam or overseas as decided by the BOD Chairman. The notice of BOD meeting must be made in Vietnamese and fully inform the agenda, time, place of meeting, together with necessary documents on the issues discussed and voted at the meeting and votes for the BOD members. The notice of BOD meeting shall be sent by post, email or other means, but must reach the address of each member registered at the Company;
6. The BOD meeting shall be conducted when at least three-quarters (3/4) of BOD members attending or through a representative (authorized person). A BOD member shall be entitled to authorize another person to attend the meeting in case of being approved by the majority (more than 1/2) of BOD members;

In case of insufficient number of members to attend the meeting as prescribed, the meeting must be reconvened within seven (07) days after the first (01) meeting. The reconvened meeting shall be conducted if there is more than one half (1/2) of BOD members attending the meeting;

The BOD meeting may be held earlier than the notice period specified in Clause 2 of this Article in the following cases:

- a. The BOD members may attend in person or via teleconference; or
 - b. Members unable to attend the BOD meeting have sent their voting documents by mail, email or voting opinions by email for issues which need to be approved by the BOD and all other BOD members may attend the meeting in person or via teleconference.
7. The BOD members are considered to have attended and cast votes at a BOD meeting if they:
 - a. Attend and vote directly at the meeting;
 - b. Authorize others to attend the meeting as specified in Clause 6 of this Article;
 - c. Send their votes via mail, email; send voting opinions via email;
 - d. Attend and vote through teleconference or other similar forms;
 8. If the BOD meeting is held in the form of an online conference among BOD members, all or some members in different places attending the meeting may:
 - a. Listen to each other BOD member participating in the meeting;
 - b. Speak to all other attending members at the same time. They may involve in discussions directly by telephone or other means of communication or a combination of these methods

The BOD members participating in such a meeting shall be considered to be "present" at the meeting. The meeting venue held according to this provision shall be the place where the largest number of BOD members is present or where the Chairperson is present.

9. Voting:
 - a. With the exception of provisions in Point b of this Clause, each BOD member or an authorized person attending the BOD meeting shall have one (01) vote and the same voting rights. The voting may be casted by showing hands, using voting cards or sending voting documents;
 - b. Any BOD member shall not be allowed to vote for issues related to contracts, transactions or proposals in which such member or any his/her related person has the interest or such interest is or may be in conflict with the Company's interest. Any BOD member may not be counted in the quorum of BOD meeting for discussing decisions which that member has to right to vote for;
 - c. Under the provisions of Point d of this Clause, any problems arising in a BOD meeting related to the interests of a BOD member or the right to vote for a member not resolved by voluntarily waiving the voting rights of the relevant BOD members shall be forwarded to the Chairperson for further decision. Any judgment of the Chairperson in relation to this matter shall be the final decision unless the nature or scope of interests of the Board Members concerned has not been fully disclosed;
 - d. A BOD member who benefits from a contract specified at Point e, Clause 3, Article 49 of the Charter shall be considered to have significant interests in that contract;
 - e. The BOD members may send their votes to the meeting by mail or email. Any votes sent to the meeting by mail must be put in sealed envelopes and given to the BOD Chairman at least one (01) hour before the opening time. The votes shall be opened in front of all participants in the meeting.
10. A BOD member who directly or indirectly benefits from a contract or transaction signed or is expected to be signed with the Company and knows that he or she has any interest shall be required to disclose the nature and content of such rights at the meeting where the Board of Directors first considers the issue of this contract or transaction. If a BOD member does not know himself and his related person has an interest at the time of signing a contract or transaction with the Company, this member shall have to disclose related interests at the first BOD meeting after learning that he/she has an interest or shall have an interest in the related transaction or contract;

11. The decisions and issue resolutions shall be adopted by the BOD based on the approval by the majority (more than half) of BOD members present. In case the number of votes for and against is equal, the vote of the BOD Chairman shall be the deciding vote;
12. Any decisions passed in a properly organized and conducted during a teleconference shall be effective at the conclusion of the meeting but must be confirmed by signatures of all present members in the meeting minutes;
13. Any Resolutions in the form of written ballot must be passed on the basis of approval of a majority (more than 1/2) of BOD members with voting rights. This Resolution shall be effective and valid as those passed by BOD members at a meeting convened and held in accordance with the Company's Charter and Corporate Governance Regulations.
14. The meeting minutes of the BOD shall be made in Vietnamese or an additional foreign language. The meeting minutes shall obtain the signature of the chairperson and the minutes maker; in the event that the chairperson or minutes maker refuses to sign the meeting minutes, the minutes shall still be valid upon signed by the other attending members of the BOD who adopt the minutes and having all contents as stipulated in point a, b, c, d, e, f, g, and h, Clause 1, Article 158 of the Law on Enterprises.
15. The meeting minutes shall specify that the chairperson, minutes maker refused to sign the minutes. The signatory to the minutes shall be jointly and severally liable for the accuracy and authenticity of the meeting minutes of the BOD. The chairperson, minutes maker shall be personally liable for any damage to the enterprise due to his/her refusal to sign the meeting minutes under the law, the Company Charter and relating regulations.

Article 38. Subcommittees of the Board of Directors

1. Any Subcommittee, Committee may be established by the BOD to be in charge of policies of development, human resources, salary and bonus, internal audit, risk management and other Subcommittees, Committees; assist to the Board of Directors in specific areas when exercising the rights and responsibilities of the BOD;
2. The BOD shall specify regulations on establishment, arrangement of organizational structure, powers and duties, activities and make reports to the aforementioned Subcommittees, Committees;
3. Activities of the Subcommittees, Committees must be done in compliance with the provisions of applicable laws, the Charter and the Company's Corporate Governance Regulations. The resolutions of the Subcommittees, Committees shall be effective only when the majority (more than 1/2) of members attend and vote at the meetings of the Subcommittees, Committees

Article 39. Audit Committee

1. The Audit Committee shall be under the Board of Directors. The Audit Committee shall include a minimum of two (02) members appointed by the Board of Directors. The standards for the Chairman and members of the Audit Committee shall be set forth in the Company's Corporate Governance Regulations;
2. The Audit Committee shall exercise its rights and responsibilities to assist the Board of Directors in:
 - a. To inspect the accuracy of the company's financial statements and make official announcements about the Company's finance;
 - b. To review the internal control and risk management system;
 - c. To check the transactions with related person under the jurisdiction of the BOD or GMS and make suggestions regarding the transactions requiring the approval of the BOD or GMS;
 - d. To Supervise the Company's internal auditing department;
 - e. To recommend the independent audit firm, remuneration and terms in relation to the contract with the audit firm to the BOD for consent before submitting to the GMS for approval;
 - f. To monitor and assess the independence and objectivity of the audit firm as well as the effectiveness of the audit process, especially if the Company use the non-audit services of the audit firm;
 - g. Supervise to ensure the corporate compliance with the law, requirement of the managing authority and other internal regulations of the Company.
 - h. Develop the Operating regulations for the Audit Committee and submit to the BOD for approval;
 - g. Other rights and obligations as stated in the Charter, Corporate Governance regulations, Operating regulations of the Audit Committee and the laws.
3. The BOD shall define the Audit Committee's rights and responsibilities including reporting in the Company's Corporate Governance Regulations;
4. All information and documents related to the Company's operations must be provided by the General Director and other managers of the Company at the request of the Audit Committee.

Article 40. Composition of the Audit Committee

1. Members of the Audit Committee must have knowledge of accounting and auditing, and have a general understanding of the laws and operations of the Company.

2. The chairman of the Audit Committee must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law or business administration.

Article 41. Candidate, nominate members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not the Executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

Article 42. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations prescribed in Article 161 of the Law on Enterprises and the following rights and obligations:

1. Have the right to access documents related to the operation of the Company, and give them to other members of the Board of Directors, the Director (General Director), Chief Accountant and other managers to collect information to serve the activities of the Audit Committee;
2. Have the right to request the representative of an approved audit organization to attend and answer issues related to audited financial statements at meetings of the Audit Committee;
3. Use legal, accounting or other external consulting services if necessary.
4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations;
5. Make a written report to the Board of Directors when detecting that members of the Board of Directors, the Director (General Director) and other managers do not fully perform their responsibilities according to the provisions of the Enterprise Law and the Company's Charter;
6. Develop the Regulation on the operation of the Audit Committee and submit it to the Board of Directors for approval.

Article 43. Meetings of the Audit Committee

1. The Audit Committee must meet at least two (02) times a year. Minutes of the meeting are made in detail, clearly and must be kept fully. The person recording the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting;
2. The Audit Committee approves the decision by voting at the meeting, collecting written opinions or in other forms as prescribed by the Regulation on the Audit Committee's operation. Each member of the Audit Committee has one vote. Unless the Regulation on the operation of the Audit Committee stipulates a higher percentage, the decision of the Audit Committee shall be approved if it is agreed by the majority of members attending the meeting; In case the number of votes is equal, the final decision belongs to the side with the opinion of the Chairman of the Audit Committee.

Article 44. Officer in charge of corporate governance and Corporate Secretary

1. For effective support of corporate governance, the BOD shall appoint at least one (01) person to perform the duties of officer in charge of corporate governance. The officer in charge of corporate governance may concurrently hold the position of Corporate Secretary with the term and duties as decided by the BOD;
2. The officer in charge of corporate governance and Corporate Secretary of the Company may be dismissed by the BOD when necessary but not contrary to the current law on labor;
3. At least one (1) officer in charge of corporate governance and Corporate Secretary of the Company may be appointed by the BOD from time to time;
4. The officer in charge of corporate governance and Corporate Secretary must be knowledgeable about the law. The officer in charge of corporate governance and Corporate Secretary must not concurrently work for the audit firm in charge of auditing the Company's financial statements;
5. The officer in charge of corporate governance and Corporate Secretary shall take the following roles and duties:
 - a. To prepare meetings of the GMS, BOD as requested by the BOD;
 - b. To consult on procedures of GMS meeting according to regulations and related work between the Company and shareholders;
 - c. To attend the meetings;
 - d. To consult on procedures for making the BOD's Resolutions in accordance with law;
 - e. To provide financial information, copies of BOD meeting minutes and other information to the BOD members;
 - f. To assist the BOD members in implementing assigned rights and obligations;
 - g. To support the BOD in applying and implementing corporate governance principles;
 - h. To be in charge of supervising and reporting to the BOD on information disclosure of the Company;
 - i. To have other rights and obligations as prescribed by law and the Company's Charter;
 - j. To be responsible for keeping information confidential in accordance with the law and the Company's Charter.

CHAPTER VIII

GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 45. General provisions

The General Director shall be responsible to the BOD and GMS for the Company's management activities in order to ensure that the Company operates in compliance with the law, operates effectively for benefits of the Company, its shareholders and related parties according to business

strategies and plans approved by the BOD and GMS. Accordingly, the General Director shall perform the roles of: formulating and making recommendations on strategic directions; developing and making recommendations on business plans and budgets; developing human resources and conducting effective and compliant corporate administration and management activities; engaging in business activities to achieve the Company's business strategies and plans.

Article 46. Executives of the Company

1. The composition, number applicable to the Executives of the Company, which are under the BOD's appointment authority, shall be approved by the BOD. The criteria applicable to the Company's Executives shall be stated in Corporate Governance Regulations.
2. The General Director shall have the power to appoint, remove or dismiss the Executive, except those positions under the BOD's authority.
3. The remuneration, salary, and other benefits of the General Director, Deputy General Directors, Chief Financial Officer, and Chief Accountant shall be included in business expenses in accordance with the laws on corporate income tax, and presented as separate items in the Company's annual financial statements and reported at the Annual GMS.

Article 47. Appointment, dismissal and powers of the General Director

1. A BOD member of the Board of Directors or another person shall be appointed by the BOD as the Chief Executive Officer;
2. The criteria applicable for BOM members shall be given in compliance with Article 65 of the Law on Enterprises and Corporate Governance Regulations. The Chief Executive Officer cannot be an individual prohibited by the law from holding this position;
3. The BOD shall decide on the assignment of scope of work, responsibilities and powers to the Chief Executive Officer from time to time;
4. The Chief Executive Officer's term of office shall be three (05) years, unless otherwise stated by the BOD and may be reappointed. The Chief Executive Officer's term of office may expire based on terms mentioned in the labor contract signed.
5. The General Director shall have the following powers and responsibilities:
 - a. To implement resolutions of the BOD and the GMS, business plans and investment plans of the Company approved by the BOD and the GMS;
 - b. To decide all day-to-day businesses of the Company which do not fall under the jurisdiction of the GMS;
 - c. To propose plans with respect to the organizational structure and internal management rules of the Company for submission to the BOD for approval;

- d. To be in charge of appointment, dismissal, removal and decision on salary matters, regimes for the Company's Executives and other positions, except for positions falling within the BOD's authority;
 - e. To make decisions on salaries, bonuses and other benefits for the Company's employees and for titles and positions appointed by the General Director;
 - f. To recruit employees;
 - g. To make recommendations on methods of paying dividend and of dealing with loss in business;
 - h. To make recommendations to the BOD on the number and structure of Executives that the Company needs to hire under the BOD's authority in the course of appointment and dismissal when necessary to meet the Company's operational needs; at the same time advise the BOD in deciding the salary, remuneration, benefits and other important terms of labor contract signed with these Executives;
 - i. To consult with the BOD for any decision on labor structure and salary and welfare policies of the Company's employees, except for the positions falling under the BOD authority to appoint and dismiss;
 - j. To submit business strategies for the next fiscal year on the basis of meeting requirements of an appropriate budget to the BOD for approval within thirty (30) days prior to the end of a fiscal year as required, unless otherwise stated by the BOD;
 - k. To implement the annual business plans approved by the GMS and the BOD;
 - l. To propose measures which improve the Company's operations and management;
 - n. To carry out all other activities according to this Charter, the Company's Corporate Governance Regulations and Regulations, the BOD's Resolutions and any labor contract signed and provisions of law.
6. The General Director shall be accountable to the BOD and GMS for the performance of its assigned duties and powers and make any report to the BOD and GMS when requested;
7. The General Director may be dismissed, removed by the BOD when being approved by a majority (more than 1/2) of BOD members with voting rights to attend the meeting and a new General Director may be appointed for replacement.

CHAPTER IX

**RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, GENERAL
DIRECTOR AND EXECUTIVES**

Article 48. Duty of care

The BOD members, General Director and other Executives shall be responsible for performing their duties, including those as the members of Subcommittees, Committees in an honest manner and in a way that is believed to be for the Company's best interest and with a degree of caution that a prudent person would normally do when taking on an equal position and in similar circumstances.

Article 49. Honesty and avoidance of conflicts of interest

1. The BOD members, General Director, other Managers and other Executives and their related persons shall not be allowed to use business opportunities that may benefit the Company for their personal purpose; responsible for protecting the confidentiality of information because of the benefits of the company; not to use the information not authorized to disclose by the Company or disclose to others to perform related transactions; at the same time not allowed to use information obtained through their position for personal gain or for the benefit of other organizations or individuals;
2. The BOD members, General Director, Member of Audit Committee and other Managers must disclose their related interests in accordance with the Company's Charter and the law in case of arising any transaction with the Company, including:
 - a. To notify the BOD of all potential conflict of interest with the Company which they may be entitled to via other economic entities, transactions or individuals;
 - b. To notify the BOD of any transactions between the Company, its Subsidiaries and enterprises controlled by the Company over fifty percent (50%) of the charter capital with that member or related persons in accordance with applicable laws;
 - c. To notify the BOD of name, enterprise code, head office address, business lines of every enterprise in which they have stakes or shares; proportion and time of obtaining such stakes or shares;
 - d. To notify the BOD of name, enterprise code, head office address, business lines of every enterprise engaging in transactions with the Company in which their related persons jointly or individually hold stakes or shares equivalent to over 10% of charter capital.
 - e. The BOD members, General Director, other Managers and other Executives shall be responsible for reporting to the BOD in the following cases:

(i) Arising any transactions between the Company and the Companies in which the above mentioned Members are Founding members or BOD members, General Director during the last three (03) years before the transaction time;

(ii) Arising any transactions between the Company and the Companies in which the above-mentioned Members' related persons are BOD members, General Director or Major shareholders.

This provision at Point e shall not be applied for the companies under the control of the Company.

3. For any transactions with the shareholders, the Managers and their related persons, the Company shall be required to comply with the following provisions:

- a. The Company is not allowed to provide loans or guarantees to an individual shareholder and his/her related person being an individual;
- b. The Company is not allowed to provide loans or guarantee to a shareholder that is an organization and its related persons being an individual, unless the shareholder is a subsidiary that does not have shares or capital contributions held by the state and has made capital contribution and share purchase of the Company before July 1st, 2015 in accordance with Clause 4, Article 34 of the Government's Decree No. 47/2021/ND-CP dated April 1st, 2021 on details of a number of articles of the Law on Enterprises;
- c. The Company is not allowed to provide loans or guarantees to related persons of any shareholder being the organization, except for:
 - (i) The Company and those organizations being the shareholder's related persons are companies in the same group or companies operating in groups of companies, including parent - subsidiary, economic group. These transactions must be approved by the GMS in the event that the transaction is equal to or greater than or equal to thirty-five percent (35%) of total value of the Company's assets recorded in the most recent financial statements; or approved by the BOD in case the transaction is worth less than thirty-five percent (35%) of total value of the Company's assets recorded in the latest financial statements;
 - (ii) Other cases provided by the law.
- d. Transactions at which the Company provides loans or guarantees to the BOD members, General Director, other Managers and their related individuals and organizations must be approved by the GMS, except for cases mentioned at Point c (i) above;
- e. Transactions between the Company and one of the following subjects: (i) BOD members, Chief Executive Officer, other Managers and their related persons; (ii) Shareholders

holding at least fifty-one percent (51%) of voting shares and their related persons (iii) Shareholders, their authorized representatives owning more than ten percent (10%) of ordinary shares of the Company and their related persons; (iv) Enterprises that are related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises that lead to the total value of the following transaction, must be approved by the respective authorities as follows:

- e1. The GMS shall approve the loan, assets purchasing contract, transactions with a value of ten percent (10%) or more of total value of assets recorded on the current financial statements between the Company and subjects prescribed in paragraph (ii), point e above;
- e.2 The GMS shall approve the transactions with a value of thirty-five percent (35%) or more of total value of assets, or transactions resulting in total transaction value within 12 months from the date of the first transaction equal to 35% or more of total value of assets recorded on the latest financial statements between the Company and subjects as stipulated in paragraph (i), (iii) and (iv) of point e above;
- e.3 The GMS shall approve the transactions with value less than thirty-five percent (35%) of total value of assets recorded on the latest financial statements between the Company and subjects as stipulated in paragraph (i), (iii) and (iv) of point e above.

Article 50. Responsibility for damage and compensation

- 1. The BOD members, General Director, other Managers and other Executives of the Company shall be personally liable for damages caused by their breach of obligations, duty of honest and care;
- 2. The Company shall indemnify people who have been, are or may become a party involved in claims, lawsuits or prosecutions (including civil, administrative and not the lawsuits initiated by the Company as the petitioner), if the person has been or is a BOD member, an Executive, an employee or an authorized representative of the Company or that person has been or is acting as required by the Company as a BOD member, an Executive, an employee or an authorized representative of the Company,
provided that the person has acted honestly, prudently, diligently in the interests of or not against the Company's best interests on the basis of compliance with the law and without evidence of violating any responsibilities;
When performing functions, duties or doing tasks authorized by the Company, a BOD member, other Manager and Executive, an employee or an authorized representative of the Company shall be compensated by the Company when they become a related party in claims, lawsuits or

prosecution (except for any lawsuits initiated by the Company as the petitioner) in the following cases:

- a. Have acted honestly, prudently and diligently for the Company's interests and not in conflict with the Company's interest;
 - b. Have strictly complied with the law without any evidence of failure to fulfill responsibilities.
3. The compensation costs shall cover costs incurred (including attorneys' fees), judgment cost, fines, amounts incurred in practice or considered reasonable in settlement of cases as permitted by the law. The insurance may be purchased by the Company for such people to avoid the compensation liabilities mentioned above.

CHAPTER X

RIGHT TO INVESTIGATE THE COMPANY' BOOKS AND DOCUMENTS

Article 51. Right to investigate the books and documents

1. A ordinary shareholder shall have the right to investigate the books and documents, details as follows:
 - a. A ordinary shareholder shall have the right to review, search and extract the information of name and contact address in list of shareholders having right to vote; request to amend their inaccurate information; review, search, extract or cope the Company's Charter, GMS's meeting minutes and resolutions;
 - b. A shareholder or group of shareholders holding at least five percent (05%) of total ordinary shares shall have the right to review, search, extract the number of minutes and resolutions, decisions of the BOD, the semi-annual and annual financial statements, contracts, transactions approved by the BOD, except for other documents relating to trade secret, business secret of the Company; The BOD member, General Director, other Managers and Executives shall have the right to investigate the Company's register of shareholders, list of shareholders and other books and documents for purposes relating to its duties provided that this information is kept confidential; The implementation manner shall be regulated in the Company's Regulations, approved by the BOD, without restriction on the shareholders' right of access;
2. in case the request for investigation by the attorney or other authorized representative of a shareholder must be accompanied by the shareholder's power of attorney represented by that person or a notarized copy of power of attorney;
3. The Company shall be required to keep the Charter and amendments and supplements, Business registration certificate, regulations, documents proving property ownership, meeting minutes of the GMS and the BOD, annual financial statements, accounting books and any other documents

as required by law at the head office or elsewhere provided that shareholders and competent authorities may get access these documents as prescribed by the law.

CHAPTER XI

EMPLOYEES AND TRADE UNION

Article 52. Employees and Trade union

The General Director shall be required to make a plan for approval of matters by the BOD in relation to:

1. Number of employee, labor structure; salary, welfare and insurance regimes as prescribed by the law; policies on reward and discipline for employees;
2. The Company's relationship with trade union shall be legally established in order to develop and implement a management policy in the best way according to this Charter, regulations of the Company and current legal regulations.

CHAPTER XII

PROFIT DISTRIBUTION

Article 53. Profit distribution

1. The dividend payment rate and form of annual dividend payment from retained earnings of the Company shall be decided by the GMS on the basis and within the dividend rate recommended by the BOD;
2. The BOD may decide to advance mid-term dividends if that payment is consistent with the Company's profitability;
3. Any interest on the dividend payment amount or the payment amount related to one (01) type of stock shall not be paid by the Company;
4. Dividends paid to ordinary shares shall be determined on the basis of the net profit performed and payment for dividends shall be sourced from profits retained by the Company and other sources in accordance with the law. The Company shall pay dividends of ordinary shares when the following conditions are fully met:
 - a. The Company has fulfilled its tax obligations and other financial obligations in accordance with the law;
 - b. The Company has appropriated the company's funds and compensated previous losses in accordance with the law and this Charter;
 - c. The Company still ensures the payment of all debts and other liabilities due immediately after paying all the dividends.
5. Dividends paid to preference shares shall be in accordance with the conditions applied separately to each type of preference shares.

6. Dividends may be paid in cash, shares of the Company or other assets proposed by the BOD and approved by the GMS. If the payment is made in cash, it must be made in Vietnamese dong and may be made by cheque or payment order posted to the permanent address of shareholders; Dividends may be paid by bank transfer where the Company has sufficient bank details of a shareholder to directly transfer to such shareholder's bank account. The Company shall not be responsible for losses arising from such transfer in case that transfer is made in accordance with the bank details as notified by the shareholder. The dividends for stocks listed on the Stock Exchange may be paid through the Securities Company or VSD;
7. Upon approval of the GMS, the BOD may decide and announce that holders of ordinary shares shall be entitled to receive dividends in ordinary shares instead of cash dividends. Any additional shares to pay dividends shall be recognized as shares with full payment for the purchase on the shares value to pay dividends that is equivalent to the cash dividend;
8. Pursuant to the Law on Enterprises, Law on Securities, the BOD may pass a Resolution which states specific date as the end date of fiscal year of the Company. Based on that date, those registering as shareholders or holders of other securities shall be entitled to receive dividends, interest, distributed profit, receive stocks, receive notices or other documents. This shall not affect the rights of two (02) parties in any related stock or securities transfer transaction. Other issues related to the distribution of profit shall be complied with the provisions of law.

CHAPTER XIII

BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 54. Bank accounts

1. The Company shall be entitled to open one or several accounts at the banks in accordance with the law;
2. Under the competent authority's prior approval, the Company may open bank accounts in accordance with the provisions of law in case of necessity;
3. The Company shall make all payments and accounting transactions through accounts in VND or foreign currency at the banks where the Company opens accounts.

Article 55. Appropriation of Funds as prescribed by the law

1. Annually, after having fulfilled tax obligations and other financial obligations in accordance with the law, fully paying (or have set aside the full payment) for debts and other property obligations on the due date, the Company may establish a Bonus and Welfare Fund with the maximum rate of five percent (5%) of annual business results and other Equity Funds at the rate of up to ten percent (10%) of annual business results, unless otherwise provided by the law;

2. The BOD shall decide on the appropriation rate, limit of appropriation and the implementation, management and use of funds specified in Clause 1 of this Article as prescribed by the current law.

Article 56. Fiscal year

A fiscal year of the Company shall begin on the first day of January (01) every year and ends on the thirty-first (31) of December (12) of the same year. The first fiscal year shall start from the date of issue of the Business Registration Certificate and ends on the thirty-first (31) of December (12) immediately after the date of issue of the Business Registration Certificate.

Article 57. Accounting system

1. Vietnam Accounting System (VAS) or another accounting system approved by the Ministry of Finance shall be used as the Company's accounting system;
2. The Company's accounting books may be made in Vietnamese and/or in foreign languages in accordance with the law. The Company shall be required to keep accounting records according to the type of business activities engaged by the Company. These records must be accurate, updated, systematic and may prove and explain the Company's transactions;
3. Vietnam dong (or a freely convertible foreign currency in case of being approved by the competent state agency) may be used as the monetary unit in accounting.

CHAPTER XIV**ANNUAL REPORT, INFORMATION DISCLOSURE AND PUBLIC DISCLOSURE****Article 58. Annual, semi-annual and quarterly financial statements**

1. The Company's annual financial statements must be prepared in accordance with the law as well as regulations of the State Securities Commission (if the Company is listed on the stock market) and the report must be audited as specified in Article 59 of this Charter. Within ninety (90) days from the end date of each fiscal year, the audited annual financial statements must be submitted to the competent tax authority, the State Securities Commission, the Stock Exchange (if the Company is listed on the stock market);
2. The annual financial statements must include: (1) Balance sheet which honestly and objectively reflects the Company's activities up to the time of reporting, (2) Income statement which reflects honestly and objectively the Company's profit and loss situation during the fiscal year, (3) Cash flow statement, and (4) Notes to the financial statements. If the Company is a Parent Company, it must also include the consolidated financial statements of the Company's performance for submission to the State Securities Commission and the Stock Exchange (if the Company is listed on a stock exchange) in addition to the separate annual financial statements;

3. The audited financial statements (including the auditor's opinion), semi-annual (06) and quarterly reports of the Company must be published on the Company's website;
4. Any organizations and individuals involved shall be entitled to check or copy the audited annual financial statements, semi-annual (06) and quarterly reports on the Company's website.

Article 59. Annual report

The Company's Annual Report must be prepared and published in accordance with the law on securities and stock market.

**CHAPTER XV
COMPANY AUDIT**

Article 60. Audit

1. The annual GMS shall appoint an independent audit firm, legally operating in Vietnam and approved by the State Securities Commission to audit listed companies, prepare or approve a list of audit firms and authorize the Board of Directors to choose one of these entities to conduct audit activities for the next fiscal year based on the terms and conditions agreed with the BOD;
2. The Company's annual financial statements shall be prepared and submitted to the independent audit firm after the end date of a fiscal year;
3. The independent audit firm shall check, confirm and report on the annual financial statements showing the Company's business results, prepare an audit report for submission to the BOD for a period of two (02) months from the end date of fiscal year or another time period approved by the BOD and in accordance with regulations on information disclosure. The independent audit firm and the auditor signing the audited financial statements must be approved by the State Securities Commission;
4. The independent audit report must be attached to the Company's annual financial statements;
5. Any auditors performing the audit shall be allowed to attend all the GMS and receive notices and other information related to the GMS that the shareholders are entitled to receive and express their opinions at the GMS on audit-related issues.

**CHAPTER XVI
SEAL**

Article 61. Seal

1. The BOD shall decide to approve the number and form of official seal of the Company, its branch, representative office (if any) and the seal engraved in accordance with the law;
2. The Board of Directors, General Director shall use and manage the seal as prescribed by the applicable law.

CHAPTER XVII

TERMINATION OF OPERATION, RESTRUCTURING AND LIQUIDATION

Article 62. Termination of operation

1. The Company may be dissolved or terminated in the following cases:
 - a. The Court declares that the Company goes bankrupt in accordance with the current law;
 - b. Dissolution at the discretion of the GMS;
 - c. The Business registration certificate is revoked.
2. The dissolution ahead of time shall be decided by the GMS and implemented by the BOD. This dissolution decision must be announced or approved by the competent authority (if required) according to the regulations

Article 63. Division, separation, consolidation, merger, or transformation of the Company

The division, separation, consolidation, merger, or transformation shall be carried out in accordance with the Law on Enterprises.

Article 64. Liquidation

1. At least six (06) months prior to the end of the Company's operation term or after a decision on dissolution, the BOD shall be required to establish a Liquidation Committee consisting of three (03) Members. There are two (02) members appointed by the GMS and one (01) appointed by the BOD from one (01) independent audit firm. The Liquidation Committee shall build its own operating regulations. The Liquidation Committee members may be selected from among the Company's employees or an independent expert. All expenses related to the liquidation shall be paid in advance before the Company's other liabilities;
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Office on the date of establishment and date of commencement of operation. From that point, the Liquidation Committee shall act before the Court and administrative authorities on behalf of the Company in all affairs related to the liquidation;
3. Any proceeds from the liquidation shall be paid in the following order:
 - a. Liquidation expenses;
 - b. Salary, social insurance cost, severance payment and other benefits of the employee according to the collective labor agreement and the labor contract signed;
 - c. Taxes and other taxable amounts payable by the Company to the State;
 - d. Loans (if any);
 - e. Other debts of the Company;
 - f. After paying all the debts from (a) to (e) above, the rest shall be distributed to shareholders. The preference shareholders shall be paid at first.

CHAPTER XVIII

INTERNAL DISPUTES RESOLUTION

Article 65. Internal disputes resolution

1. In case of any dispute or complaint relating to the Company's operations or the shareholders' rights and obligations of as provided in the Charter, the Law on Enterprises, other laws or regulations between:
 - a. The shareholders with the Company; or
 - b. The shareholders with the Board of Directors, General Director or Executives;Related parties shall make every effort to resolve that dispute through negotiation and conciliation. Except for case of disputes related to the BOD or the BOD Chairman, the BOD Chairman shall preside over the settlement of disputes and request each party to present practical factors related to the dispute within twenty (20) working days from the date of arising. In case of any dispute involving the BOD or the BOD Chairman, either party may request the appointment of an independent expert to act as an arbitrator for the resolution process;
2. In case of failure to reach any conciliation decision within six (06) weeks from the beginning of mediation process or if the mediator's decision is not accepted by the parties, either party may present that dispute to Vietnam International Arbitration Center (VIAC) in Ho Chi Minh City;
3. The parties shall bear their own costs related to the negotiation and mediation. The procedural costs shall be paid according to the dispute settlement agency's decision in accordance with this Charter.

Article 66. Disagreement between BOD members and shareholders

Any shareholders holding fifty-one percent (51%) of total number of voting shares shall have the right to resolve the Company's internal disputes when one or more of the following cases occur:

1. The BOD members fail to reach an agreement in the management of the Company's affairs, leading to the failure to obtain the required number of votes as prescribed for the BOD's operation;
2. It is impossible to obtain the required number of votes to proceed with the election of BOD members due to the shareholders' disagreement;
3. There is any internal disagreement and two or more groups of shareholders are divided, making the dissolution become the most beneficial solution to all shareholders;

In this case, the shareholders may choose the dispute settlement agency, namely Vietnam International Arbitration Center (VIAC) in Ho Chi Minh City.

CHAPTER XIX

SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 67. Supplements and amendments to the Charter

1. Any supplement, amendment to the Charter must be considered and decided by the GMS;
2. In case any provisions of law related to the Company's operations are not mentioned herein or any new provisions of law are different from those of this Charter, those new provisions shall prevail and govern the operations of the Company.

CHAPTER XX

EFFECTIVE DATE

Article 68. Effective date

1. This Charter shall include twenty (20) Chapters, sixty-eight (68) Articles, approved by the GMS of No va Land Investment Group Corporation.
2. This Charter is made into three (03) copies with the same validity;
3. This is a unique and official Charter of the Company and supersedes all the Charters issued before the effective date of this Charter.
4. Any copies or extracts of the Charter shall be valid when signed by the BOD Chairman or at least one-second (1/2) of total number of the BOD members or the General Director of the Company.

Ho Chi Minh City, day 16 month 05 year 2025

LEGAL REPRESENTATIVE

CHAIRMAN OF BOARD OF DIRECTORS

BUI THANH NHON

NO VA LAND INVESTMENT GROUP CORPORATION



GOVERNANCE REGULATION

*(Issued with Resolution No. 18/2025-NQ.HDQT-NVLG
date May 16, 2025 of the Board of Directors)*

Hồ Chí Minh City, May 16, 2025

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CHAPTER I: GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. The Corporate Governance Regulation applies to No Va Land Investment Group Corporation. This Regulation is developed in accordance with the provisions of:
 - a. Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 ("Law on Enterprises") and guiding documents;
 - b. Law on Securities No. 54/2019/QH14 dated November 26, 2019 ("Law on Securities") and guiding documents;
 - c. Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
 - d. Circular No. 96/2020/TT-BTC dated November 16, 2020 guiding the disclosure of information on the securities market ("Circular 96").
 - e. Charter on organization and operation of No Va Land Investment Group Corporation;
2. This Regulation stipulates the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors and the Chief Executive Officer; order and procedure for the General Meeting of Shareholders; nomination, election and dismissal of members of the Board of Directors, CEO and fundamental principles of Corporate Governance to: protect the legitimate rights and interests of shareholders, establish the standards of professional, ethical behaviors for members of the Board of Directors, Board of Management, Managers and Corporate Executives of the Company.
3. This Regulation is considered as the basis for evaluating the implementation of Corporate Governance of No Va Land Investment Group Corporation.
4. In case of any conflict between the law and this Regulation or other Bylaws of the Company, the law shall apply.

Article 2. Interpretation

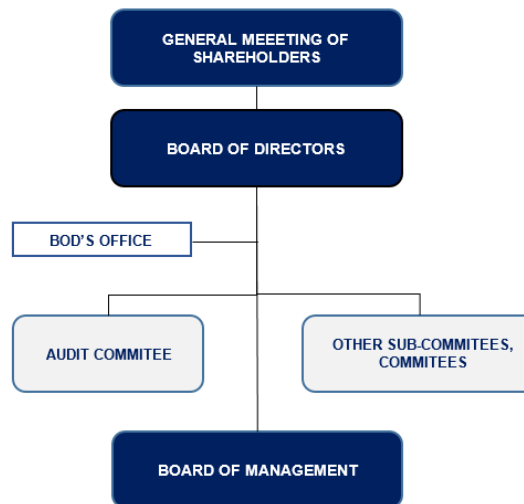
1. The terms below shall be construed as follows:
 - a. **"Corporate Governance"**: is a system of principles, including:
 - i) Comply with applicable law and the Company Charter;
 - ii) Ensure an good governance structure;
 - iii) Ensure the performance of the Board of Directors;
 - iv) Ensure the legitimate interests of shareholders and related persons;
 - v) Ensure fair treatment among shareholders;
 - vi) Ensure the roles and responsibilities of people with interests related to the Company;
 - vii) Transparency in the Company's operations.
 - b. **"Company"**: means No Va Land Investment Group Corporation;
 - c. **"Board of Directors"** ("**BOD**"): means the management body of the Company, has full power on behalf of the Company to decide and perform the rights and obligations of the Company not under the competence of the General Meeting of Shareholders ("**GMS**");
 - d. **"Board of Management"** ("**BOM**"): consists of the Chief Executive Officer ("**CEO**"), the Deputy Chief Executive Officers ("**Deputy CEOs**") of the Company;

- e. **"Shareholder"** means an individual or organization owning at least one (01) share of the Company;
- f. **"Majority shareholder"**: means a shareholder who directly or indirectly owns five percent (5%) or more of the Company's voting shares;
- g. **"Audit Committee"** means the Audit Committee under the Board of Directors of the Company as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
- h. **"Executives"** of the Company include: CEO, Deputy CEO, Chief Financial Officer, Chief Accountant, the Directors/Highest-ranking Managers of the Divisions in the Company according to the organizational model of the Company from time to time;
- i. **"Related person"**: means an individual or organization specified in Clause 23 Article 4 of the Law on Enterprises and Clause 46 Article 4 of the Law on Securities;
- j. **"Insider"**: means any individual as defined under Clause 45 Article 4 of the Law on Securities;
- k. **"Managers"** of the Company include:
 - i) Chairman of the BOD and its Members;
 - ii) The BOM of the Company includes: CEO, Deputy CEOs;
 - iii) Chief Accountant, Chief Financial Officer;
 - iv) Other managers approved by the BOD from time to time;
- l. **"Non-executive Board Member"**: means a Board Member who is not an Executive of the Company;
- m. **"Independent member of the Board of Directors"**: means a member of the Board of Directors who satisfies the conditions prescribed in Clause 2, Article 155 of the Law on Enterprises and Article 15 of this Regulation.
- n. **"Person in charge of Corporate Governance"** and **"Company Secretary"** mean any person whose roles and duties are specified in Article 44 of the Company Charter.
- 2. The terms which are not given the meaning in this Regulation shall be construed in accordance with the Company Charter and applicable law.
- 3. Any reference herein to one or more provisions or legal documents shall include amendments, supplements or replacements thereof from time to time.

Article 3. Purpose

The promulgation of the Corporate Governance Regulation is intended to implement the principles of corporate governance stipulated by applicable legal documents and the Company Charter in practical governance activities, ensuring the compliance with the law, efficiency, aim for sustainable development of Corporate Governance activities.

CHAPTER II. ORGANIZATION CHART COMPANY GOVERNANCE STRUCTURE



CHAPTER III: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 4. Shareholders' rights

1. Shareholders have all rights and obligations as prescribed by the Law on Enterprises, relevant legal documents and the Company Charter, in particular:
 - a. The right to freely transfer shares fully paid in accordance with the provisions of the Charter and the Law on securities, except for some cases restricted from transferring under the law, the Company Charter and decisions of the GMS;
 - b. Right to fair treatment: Each share of the same class confers upon the holder equal rights, obligations and benefits. In case the Company has types of preference shares, the rights and obligations attached to the types of preference shares shall be approved by the GMS and fully announced to shareholders;
 - c. The right to full access to regular and unusual information about the Company's operations announced by the Company under the law;
 - d. The right and responsibility to participate in GMS meetings and exercise voting rights in person or through an authorized representative or remotely in writing or through electronic system applied by the Company;
 - e. The priority right to purchase newly offered shares corresponding to his/her holding of ordinary shares in the Company.
2. The shareholders have the right to protect their legitimate rights. In the case of GMS Resolutions, the BOD violating the law or the Company Charter, such shareholders have the right to request a partial (or full) cancellation of such decisions according to the order and procedure prescribed by law. Where the above decisions violating the law cause harm to the Company, the BOD and BOM shall compensate the Company in accordance with their responsibilities.

Article 5. Responsibilities of major shareholders

Major shareholders are obliged to disclose information under the law and other obligations in accordance with the Law on Enterprises and other relevant laws.

Article 6. The Company Charter and Internal Rules on Corporate Governance

1. The Company Charter shall be approved by the GMS and not be contrary to the Law on enterprises, Law on securities and relevant legal documents.
2. The Internal Rules on Corporate Governance are developed by the Board of Directors and submitted to the

GMS for approval. The Internal Rules on Corporate Governance shall not be contrary to the Law and the Company Charter.

Article 7. Other related-Shareholder matters

1. For the purpose of building a mechanism for exchanging information with shareholders, the BOD authorizes the BOM to establish an Investor Relations department and disclose the information to Shareholders in a complete, accurate and timely manner. The disclosure of information by the Investor Relations department is specified in Articles of Chapter XI hereof.
2. Shareholders and groups of shareholders owning ten percent (10%) or more of ordinary shares have the rights as specified in Clause 3, Article 20 of the Company Charter.
3. Shareholders or groups of shareholders owning five percent (05%) or more of the total ordinary shares have the rights as specified in Clause 4, Article 19 of the Company Charter.
4. The Company's information is provided for the Shareholders through the following channels:
 - a. Website of the Company.
 - b. Information disclosure system of The State Securities Commission of Vietnam.
 - c. Website of the Ho Chi Minh Stock Exchange ("HOSE").
 - d. Website of the Securities Depository.
 - e. Other mass media as prescribed by law.

Article 8. Order and procedure for convening and voting at the General Meeting of Shareholders

The Company shall disclose the information on the Company's Website about the order and procedure for convening and voting at the GMS under the Law on Enterprises, relevant legal documents and the Company Charter; additionally, ensure the following provisions:

1. Notice of closing the last registration date for the list of shareholders exercising the right to attend the GMS:

The Board of Directors shall disclose the information on the making of list of shareholders entitled to attend the GMS at least twenty (20) days before the last registration date.
2. Notice of the GMS:

Procedures for notification of the GMS shall comply with the provisions of Clause 3, Article 25 of the Company.

Shareholders and groups of shareholders specified in Clause 4, Article 19 of the Charter entitled to propose issues to be included in the agenda of the GMS shall send a written proposal together with documents proving the number and duration of shareholding, minutes of proposal to agree on the contents of the proposal of shareholders, group of shareholders.
3. How to register to attend the GMS:
 - a. Shareholders can confirm their attendance at the GMS in the following ways: via email or postal mail within the time limit stated in the GMS invitation letter;
 - b. If shareholders are unable to attend the GMS, they may authorize their representatives to attend the meeting. The authorization for the representative to attend the GMS shall be made in writing under the civil law and clearly state the name of the authorized individual, organization and the number of authorized shares or the authorization documents in a form and substance of the Company under the law attached to the invitation letter;

- c. The termination or change of authorized representative shall be notified in writing to the Company before the deadline for holding the GMS. The person authorized to attend the GMS shall submit a written authorization before entering the meeting room;
- d. Before opening the meeting, the Company shall carry out shareholder registration procedure and shall carry out shareholder registration procedures until all shareholders entitled to attend the meeting are present;
- e. Shareholders arriving after the meeting has opened have the right to register immediately and thereafter have the right to participate and vote at the GMS. It is not the responsibility of the Chair to stop the meeting so that late-arriving shareholders can register, and the validity of votes conducted before late-arriving shareholders shall not be affected.

4. Methods of voting, counting votes, announcing voting results:

Comply with the provisions of Clause 2, Article 27 of the Company Charter.

5. Objection method to the GMS decision:

In the event that a shareholder disagree with the decision of the GMS, such shareholder shall do so in written form, clearly stating his full name and ID number for attending the GMS and the contents and reasons for the objection. This document is forwarded to the Secretary for recognition; Shareholders who have voted not to pass a resolution on reorganizing the Company or changing the rights and obligations of shareholders specified in the Company Charter have the right to request the Company to buy back their shares. The request shall be in writing, clearly stating the full name and address of the shareholder, the number of shares of each class, the intended price for sale, the reason for requesting the company to buy back. The request shall be sent to the Company within 10 days from the date the General Meeting of Shareholders from the adoption date of the resolution on reorganizing the company or changing the rights and obligations of shareholders specified in the Company Charter.

6. Preparation of minutes of the GMS

- a. The GMS meeting shall be recorded in minutes and kept in other electronic forms. The minutes shall be made in Vietnamese and may be made in English with the following principal contents:
 - i) Name, address, enterprise code;
 - ii) Time and venue of the GMS;
 - iii) Meeting agenda and program;
 - iv) Full names of the presiding officer and secretary;
 - v) Summary of the meeting progress and opinions expressed at the GMS on each issue on the agenda;
 - vi) Number of shareholders and total number of votes of shareholders attending the meeting, appendix to the list of registration of shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - vii) The total number of votes for each voting issue, including clearly stating the voting method, the total number of valid, invalid, agree, disagree and no opinions, the corresponding ratio to the total number of votes of shareholders attending the meeting;
 - viii) The issues adopted and the corresponding voting rate;
 - ix) Full name and signature of the Chair and secretary.

In case the Chair or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and contain all

contents as prescribed in this Clause. The minutes of the meeting clearly state the refusal of the Chair and secretary to sign the minutes of the meeting.

- b. Minutes made in Vietnamese and English have the same legal effect. In case there is a difference in the content of the Vietnamese and English minutes, the contents in the Vietnamese minutes shall prevail.
- c. The minutes of the GMS shall be completed and approved before the end of the meeting. The Chair and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
- d. Minutes of the GMS shall be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.
- e. The minutes of the GMS shall be considered as authentic evidence of the work carried out at the GMS meetings, unless there is an objection to the contents of the minutes made in accordance with the procedures specified in Clause 5 of this Article.
- f. Minutes of the GMS, appendix to the list of shareholders registering to attend the meeting, written authorization to attend the meeting and related documents shall be kept at the head office of the Company.
- 7. The Company shall hold an annual General Meeting in accordance with the Law on Enterprises. The Annual General Meeting of Shareholders is not held in the form of collecting written opinions of shareholders.
- 8. Unless otherwise required by law to hold a meeting of the GMS to submit to the GMS for approval on matters within the competence of the GMS, The GMS may approve all matters within its competence by collecting written opinions of Shareholders (including the cases specified in Clause 2, Article 28 of the Company Charter and Clause 2, Article 147 of the Law on Enterprises). The collection of written opinions of Shareholders shall be carried out in the form of the Company directly conducting and/or using electronic voting services or other electronic forms in accordance with regulations on the provision of electronic voting services of the Vietnam Securities Depository ("VSDC").

The order and procedure for collecting written opinions of shareholders in the form of using VSDC's electronic voting service will comply with the Company's Electronic Voting Regulations and VSDC's regulations.

The competence and procedures for collecting written opinions of shareholders directly implemented by the Company shall comply with the provisions of Article 29 of the Company Charter and the provisions of Law on Enterprises.

- 9. In addition to the format of physical meetings, the Annual GMS and Extraordinary GMS may be conducted in the form of an online conference or in a hybrid format combining physical and online meetings, or any other equivalent format, provided that it complies with the procedures and requirements for convening the GMS as stipulated in Articles 8 and 8A of these Regulations and applicable legal provisions.

Article 8A. Order and procedures for the GMS to pass resolutions by way of conducting online meeting

Based on the actual situation, the BOD shall decide to hold the Annual GMS and Extraordinary GMS in the form of an online conference and issue the Online Meeting Regulations (“**Online Meeting Regulations**”) detailing the procedures for voting and elections at the online meeting, in compliance with and ensuring the following key contents:

- 1. Notice of the Record Date for Shareholders: This will be conducted according to the provisions of Clause 1, Article 8 of this Regulation.
- 2. Notice of the Online AGM:

- The invitation to the online GMS (“**Meeting Invitation**”) shall be made similarly to the invitation for the physical GMS.
 - The convener of the online GMS must prepare additional materials to guide shareholders in registering and participating, voting, and electing online, which will be published on the Company's website and the online meeting system.
3. Registration Process for the Online GMS:
 - To participate in the online GMS, shareholders must register, declare, and verify their status as shareholders according to the guidance in the Online Meeting Regulations and/or the Meeting Invitation.
 - Shareholders are only allowed to attend the online meeting after they have declared and completed the verification of their shareholder status.
 - Shareholders are responsible for providing complete and accurate information and for safeguarding their login information.
 4. Authorization for Representatives to Attend the Online GMS:
 - Shareholders may authorize a representative by preparing a written authorization in accordance with Clause 2, Article 23 of the Company's Charter, and Point b, Clause 3, Article 8 of this Regulation, and sending it to the Company in the format and address specified in the Meeting Invitation.
 5. Conditions for Conducting the Online AGM:
 - The online GMS shall proceed when the number of participating shareholders meets the minimum ratio as stipulated in Article 26 of the Charter.
 - Shareholders will be considered present when the online GMS system (provided by the Company) registers that they have logged in during the online GMS. Shareholders who log in but do not vote or log out during the online GMS will still be counted as having attended.
 6. Online Voting Procedure:
 - Shareholders exercise their voting rights (for, against, or abstaining) and their election rights via the Company's online GMS system after successfully registering and logging in to the online GMS. The methods of online voting and electronic voting (if any) will be detailed by the BOD in the Online Meeting Regulations and announced to shareholders before the date of the online GMS.
 7. Online Vote Counting Procedure:
 - The vote counting will be based on the number of votes cast by shareholders and/or their authorized representatives via the online voting system and/or other electronic methods (if any) as specified in the Online Meeting Regulations. The vote counting committee is responsible for the accuracy of the vote count and liable for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.
 8. Announcement of Vote Counting Results:
 - The results of the vote counting will be announced immediately at the online GMS after the counting is completed and before the meeting is adjourned.
 9. Preparation of Meeting Minutes, publication of GMS's Resolutions, and other procedures:
 - These will be conducted similarly to the provisions regarding the organization of physical GMS as stipulated in the Charter and this Regulation.

Article 8B. Order and procedures for the GMS to pass resolutions by way of combination of in person and online meeting

Based on the actual situation, the BOD may decide to convene and organize the GMS by way of combination of both in person and online meetings (“**Hybrid In-Person - Online Meeting**”) and issue regulations detailing the organization of the Hybrid In-Person - Online Meeting in compliance with the following provisions:

1. Notification of the Record Date for Shareholder List, Meeting Notice, and Accompanying Documents:
 - The procedures shall be implemented in accordance with Article 8, Clause 1 and 2 of this Regulation.

- The convener of the GMS must prepare additional guidance materials for shareholders to register, attend, vote, and participate in elections online, which will be posted on the Company's website and the online meeting system.
- 2. Registration Method:
 - Shareholders may attend the GMS physically at the designated venue or participate through the online meeting.
 - Shareholders attending physically must complete registration procedures at the meeting venue as stipulated in Clause 3 of Article 8 of this Regulation.
 - Shareholders attending online must register, declare, and verify their shareholder status via the online GMS system as provided in Clause 3 of Article 8A of this Regulation.
- 3. Voting Method:
 - Shareholders may cast their votes either by direct voting at the meeting or through electronic voting. The BOD shall detail the voting procedure in the regulations for the Hybrid In-Person - Online Meeting.
- 4. Vote Counting Method:
 - Vote counting will be based on (i) the number of votes cast by shareholders and/or their authorized representatives through direct voting at the meeting and (ii) the number of votes cast via online voting, electronic voting, and/or other electronic methods (if applicable) as stipulated in the regulations for the Hybrid In-Person - Online Meeting. The vote counting committee is responsible for the accuracy of the vote counting and for any damages arising from resolutions passed due to dishonest or inaccurate vote counting.
- 5. Conditions for holding the meeting, Authorization for representatives to attend the meeting, Meeting Minutes, Announcement of Resolutions, and other procedures:
 - These shall be conducted similarly to the regulations concerning the organization of in-person GMS and the regulations for online GMS as stipulated in the Company's Charter and this Regulation.

Article 9. Report on activities of the Board of Directors at the annual General Meeting of Shareholders

Reports on activities of the Board of Directors submitted to the Annual General Meeting shall comply with regulations of the Law on Enterprises, the Company Charter and shall ensure at least the following contents:

1. Evaluation of the Company's performance in the fiscal year;
2. Activities, remuneration, operating expenses and other benefits of the Board of Directors and each Board Member;
3. Summary of meetings and decisions of the BOD;
4. Assessment results of independent members of the BOD on the operation of the Board of Directors (if any);
5. Activities of the Audit Committee and other Sub-Committees and Committees of the Board of Directors;
6. Monitoring results of the BOD operations;
7. Monitoring of other Executives;
8. Future plans (if any).

Article 10. Independent Auditor attending the General Meeting of Shareholders

The auditor or representative of auditing firms may be invited to attend the AGM.

CHAPTER IV: BOARD OF DIRECTORS AND ITS MEMBERS

Article 11. Nomination, self-nomination, election, dismissal of Members of the Board of Directors

1. The nomination, self-nomination of members of the Board of Directors shall comply with Clause 2, Article 34 of the Company Charter.
2. The company shall ensure that shareholders have access to information about the companies in which the candidate holds the position of a Board member, other managerial titles and benefits related to the company of the candidate (if any).
3. Shareholders and groups of shareholders owning 10% (Ten percent) of the voting shares have the right to combine the number of voting rights to nominate candidates for the Board of Directors. The nomination of candidates for the Board of Directors by such shareholders, after combining the number of voting rights have the right to nominate, shall comply with the provisions of law and the Company Charter.
4. In case the number of candidates approved by the Board of Directors through nomination and candidacy still does not reach the required quorum, the current Board of Directors may nominate more candidates as prescribed in Clause 4, Article 34 of the Company Charter.
5. The Company shall specify and guide shareholders to vote for members of the Board of Directors by the method of cumulative voting.
6. Dismissal of members of the Board of Directors
 - a. The dismissal of a member of the Board of Directors is mentioned according to the provisions of Points a and b, Clause 7, Article 34 of the Company Charter or does not meet the standards specified in Article 14 of this Regulation.
 - b. In case a member of the Board of Directors does not meet the qualifications prescribed by law or does not have sufficient behavioral capacity or does not meet the standards specified in Article 14 of this Regulation, the Human Resources and Compensation Committee of the Board of Directors will be responsible for collecting evidence, information and make reports on proposals and submissions to the Board of Directors.
 - c. In the event of resignation as prescribed at Point b, Clause 7, Article 34 of the Charter, the Human Resources and Compensation Committee will be responsible for considering and submitting it to the Board of Directors.
7. Dismissal of a member of the Board of Directors
 - a. The dismissal of a member of the Board of Directors is mentioned according to the provisions of Clause 8, Article 34 of the Company Charter or does not meet the standards specified in Article 14 of this Regulation.
 - b. In case a member of the Board of Directors is prohibited by law from being a member of the Board of Directors, the Board of Directors will convene a meeting for consideration.
 - c. In case a member of the Board of Directors fails to fulfill his/her duties or meets the standards specified in Article 14 of this Regulation, the Human Resources and Compensation Committee shall collect evidence, information and make a report on proposal to the Board of Directors.
8. The dismissal or dismissal of a member of the Board of Directors shall be approved by the GMS.
9. Notice of election, dismissal or dismissal of members of the Board of Directors

In all cases of change of members of the Board of Directors related to election, dismissal or dismissal, the Board of Directors will carry out procedures for reporting changes in information of enterprise managers in accordance with the Law on Enterprises and disclosing information in accordance with the Law on Securities.

Article 12. Status of the Board Member

1. Members of the Board of Directors shall meet the standards prescribed by the Law on Enterprises and the Company Charter. A member of the Board of Directors may not be a shareholder in the Company.
2. To ensure the independence of the Board of Directors, separate between the role of supervision and administration of the Company, Board Members need to minimize holding part-time positions in the Company's executive apparatus.
3. The Chairman of the Board of Directors may not concurrently hold the title of CEO.

Article 13. Composition of the Board of Directors

According to the provisions of Clause 1, Article 34 of the Company Charter.

Article 14. Board Member Qualifications

The person who become members of the Board of Directors shall meet the conditions and standards prescribed by law. In addition, Board members need to meet the following criteria:

- Leadership capacity, integrity, ethics, responsibility; and
- Ability to balance the interests of parties with related interests and make rational decisions.

Article 15. Board of Directors Independent Membership Criteria

A board member is an independent member of the BOD upon meeting the standards and conditions lawsuits are stated in Clause 2, Article 155 of the Law on Enterprises, and satisfactory to the following requirements:

1. Not being a person related to the CEO, Deputy CEO, Director of Finance - Accounting Division (or Chief Financial Officer), Chief Accountant and other managers approved by the Board of Directors from time to time;
2. Not being a member of the Board of Directors, CEO or Deputy CEO of subsidiaries, affiliated companies, companies controlled by the Company;
3. Not working at organizations providing legal consultancy and auditing services for the Company in the last two (02) years;
4. Not being an organization/individual or related person of an organization/individual whose annual transaction value with the Company accounts for thirty percent (30%) or more of the total revenue of the latest one (01) year or thirty percent (30%) of the total value of goods and services purchased by the Company in the last two (02) years;
5. Not being a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least 05 (five) consecutive years, except for the case of being appointed for 02 (two) consecutive terms;
6. There is no connection or affiliation with a non-profit organization that receives large donations from the Company or from related persons.

For the purposes of this provision (applicable from the date of election and during the term of office), large contributions from the Company or related persons are those valued at VND 10 billion or more.

Article 16. Rights of Members of the Board of Directors

1. The Chairman of the Board of Directors has the rights specified in Clause 2, Article 36 of the Company Charter.
2. Members of the Board of Directors have full rights in accordance with the Law on Enterprises, relevant legal documents and the Company Charter, including the right to provide information and documents on the

financial situation, business activities of the Company and units in the Company.

Article 17. Responsibilities and obligations of Members of the Board of Directors

1. Members of the Board of Directors shall fully comply with the responsibilities and obligations prescribed by the Law on Enterprises, relevant legal documents and the Company Charter.
2. Members of the Board of Directors are responsible for performing their duties honestly and carefully for the supreme interests of shareholders and the Company. Members of the Board of Directors shall not take any actions that affect the reputation, images of the Board of Directors, the Company and the Company's business activities. In case of causing damage, it shall compensate the Company for all losses incurred (if any).
3. Board members are responsible for attending all meetings of the Board of Directors and having clear opinions on the issues discussed.
4. Members of the Board of Directors and related persons when conducting share transactions of the Company shall report to the State Securities Commission, Ho Chi Minh City Stock Exchange and disclose information about this transaction under the law.
5. The Company may purchase liability insurance for the Members of the Board of Directors after the approval of the GMS. This insurance does not cover the liability of the Member of the Board of Directors related to violations of the law and the Company Charter.
6. Members of the Board of Directors are obliged to keep confidential the information provided, information obtained during the performance of their duties and powers in accordance with the provisions of the Company Charter, this Regulation, Internal Rules of the Company and the law. In case of violation, members of the Board of Directors are responsible for compensating the Company for all actual damages incurred.

Article 18. Responsibilities and obligations of the Board of Directors

1. The Board of Directors shall fully comply with the responsibilities and obligations prescribed by the Law on Enterprises, relevant legal documents and the Company Charter.
2. The Board of Directors is responsible to shareholders for the Company's operations.
3. The Board of Directors is responsible for ensuring that the Company's operations comply with the provisions of law, the Charter and Internal Rules of the Company,
4. The Board of Directors treats all shareholders equally and respects the interests of persons with interests related to the Company.
5. The Board of Directors shall elaborate regulations on the order and procedure for nomination, candidacy, election, dismissal and dismissal of members of the Board of Directors and the order and procedure for holding a meeting of the Board of Directors, including the following principal contents:
 - a. Order and procedure for nomination, candidacy, election, dismissal and dismissal of Members:
 - (i) Board Member Qualifications;
 - (ii) How to nominate persons and candidates for the position of Members of the Board of Directors of shareholders and groups of shareholders under the law and the Company Charter;
 - (iii) How to elect members of the Board of Directors;
 - (iv) Cases of dismissal or dismissal of members of the Board of Directors;
 - (v) Notice of election, dismissal or dismissal of members of the Board of Directors.
 - a. Order and procedure for holding the Board of Directors meeting:

- (i) Notice of the Board of Directors meeting (including meeting agenda, time, place, relevant documents and votes for Board Members who cannot attend the meeting);
 - (ii) Conditions for holding a meeting of the Board of Directors;
 - (iii) How to vote;
 - (iv) How to adopt resolutions of the Board of Directors;
 - (v) Record minutes of Board of Directors meetings;
 - (vi) Notice of Board Resolution.
6. The Board of Directors shall elaborate regulations on the order and procedure for selection, appointment, dismissal and settlement of complaints of the Company against the Executive and the process and procedures for coordination of activities between the Board of Directors and the Board of Directors, including the following main contents:
- a. Order and procedure for selection, appointment, dismissal and settlement of complaints of the Company against Executives under the competence of the Board of Directors as prescribed in the Company Charter:
 - (i) Criteria for the selection of Executives;
 - (ii) The appointment of the Moderator;
 - (iii) Sign an employment contract with the Executive;
 - (iv) Cases of dismissal of the Moderator;
 - (v) Notice of appointment or dismissal of the Executive;
 - (vi) Resolve the Company's complaints against the Operator as well as decide to select the Company's representative to resolve issues related to legal proceedings against such Operator.
 - b. Processes and procedures for coordination of activities between the Board of Directors and the Board of Directors:
 - (i) Procedures and order of convening, notice of meeting invitation, recording minutes, notification of meeting results between the Board of Directors and the Board of Directors;
 - (ii) Notify the resolution of the Board of Directors to the Board of Directors;
 - (iii) Cases in which the Board of Directors requests to convene a meeting of the Board of Directors and issues requiring consultation of the Board of Directors;
 - (iv) Report of the Board of Directors to the Board of Directors on the performance of assigned tasks and powers;
 - (v) Review the implementation of resolutions and other issues delegated by the Board of Directors to the Board of Directors;
 - (vi) Matters that the Board of Directors shall report, provide information and how to notify the Board of Directors;
 - (vii) Coordinate control, administration and supervision activities between Members of the Board of Directors and Members of the Board of Directors according to the specific tasks of the above-mentioned Members.
7. The Board of Directors is responsible for developing a mechanism for performance evaluation, reward and discipline for Board Members, Board Members and other Executives.

8. The Board of Directors is responsible for reporting the appointment of the Chief Executive Officer to the GMS and reporting on the activities of the Board of Directors at the Annual General Meeting as prescribed in Article 9 of this Regulation.

Article 19. Board Meeting

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors as prescribed in Clauses 3 and 4, Article 37 of the Company Charter.
2. Notice of Board of Directors Meeting
 - a. The Board of Directors shall hold meetings at least once a quarter (01) time. Notice of the Board of Directors meeting is sent by the Person in charge of the Company's Governance to the members of the Board of Directors by post, email or other means, but shall ensure that it reaches the contact address of each member of the Board of Directors who has been pre-registered at the Company in accordance with the time limit prescribed by law and the Company's Charter.
 - b. The notice of the Board of Directors meeting will include the meeting agenda, time and place together with necessary documents on issues discussed and voted on at the meetings.
3. Conditions for holding meetings of the Board of Directors Meetings of the Board of Directors shall be conducted when satisfying the conditions specified in Clause 6, Article 37 of the company's charter.
4. Form of Board of Directors meeting
 - a. Meetings of the Board of Directors can be conducted in the form of meetings, face-to-face meetings, online conferences.
 - b. In case the meeting of the Board of Directors is held in the form of an online conference, it shall comply with the provisions of Clause 8, Article 37 of the company's charter.
5. Voting in the Board of Directors meeting
 - a. Members of the Board of Directors shall vote as prescribed in Clause 9, Article 37 of the company's charter.
 - b. In face-to-face meetings, over the phone, Board members will vote verbally or raise their hands on each issue after being raised by the Chair and closing the discussion. The voting status can be yes, disagree, no opinion.
 - c. In case of urgent issues, at the request of the Chairman of the Board, members of the Board of Directors are responsible for responding to comments within 24 (twenty-four) hours from the time of receiving the request of the Chairman of the Board of Directors or receiving the opinion form. In case after this time limit, the member of the Board of Directors does not respond, it will be considered as having no opinion and the matter will be voted on by the remaining Board members.
6. Adoption of resolutions of the Board of Directors Resolutions of the Board of Directors shall be adopted according to the provisions of Clauses 11, 12 and 13 of Article 37 Company Charter.
7. Minutes of meetings of the Board of Directors
 - a. The person in charge of the Company's governance will record the minutes of the Board of Directors meeting fully, in detail and clearly.
 - b. Minutes of the Board of Directors meeting shall be made according to the provisions of Clause 14, Article 37 of the company's charter.
8. Notice of Board of Directors resolution
 - a. Based on the contents and decisions adopted in the meeting of the Board of Directors, the Chairman of the Board of Directors will sign on behalf of the Board of Directors to promulgate documents and resolutions of the Board of Directors.
 - b. These resolutions will be communicated to all Board members.
 - c. The contents of resolutions within the scope of information disclosure shall be disclosed under the law.

Article 20. Working Mode of the Board of Directors

1. The Board of Directors uses the functions of the apparatus and seal of the Company to perform its powers and duties as specified in the Company Charter and this Regulation.
2. Members of the Board of Directors may work with the Board of Directors to exercise their powers and responsibilities as well as prepare opinions for the meeting of the Board of Directors but shall not affect the management activities of the Board of Directors.

Article 21. Remuneration of the Board of Directors

1. The remuneration of the Board of Directors is approved annually by the GMS and announced according to regulations.
2. Board members are entitled to be paid all travel, meals, lodging and other reasonable expenses they shall incur in the performance of their responsibilities as a member of the Board, including expenses incurred in attending meetings of the Board, or other related meetings.
3. In case a member of the Board of Directors concurrently holds a position in the executive apparatus of the Company and its subsidiaries, such Board Member shall promptly and fully report to the Board of Directors on the remuneration received, including salaries and other incomes of a nature such as salary.
4. Remuneration, operating costs and other benefits of the BOD and each of BOD's Members as prescribed in Clause 3 Article 163 of the Law on Enterprises and the Company's Charter are specified in the Report of the BOD at the Annual GMS.

Article 22. Audit Committee and Sub-Committees, Committee to Support the Activities of the Board of Directors

1. The Board of Directors shall prescribe the procedures for establishment and operation of the Audit Committee, including the standards of the Members of the Audit Committee; structure and composition of the Audit Committee; rights and responsibilities of the Audit Committee; meetings of the Audit Committee.
2. The Board of Directors may establish Sub-Committees and Committees to support the activities of the Board in development, human resources, salary and bonus, internal audit, risk management and other Subcommittees, Committees; assist to the Board of Directors in specific areas when exercising the rights and responsibilities of the BOD. The Board of Directors shall decide on the establishment, dissolution, tasks and powers of Sub-Committees and Committees, tenure, number, standards, structure and personnel of Sub-Committees and Committees.
3. The BOD decides on the appointment and dismissal of the members of Sub-Committees and Committees specified in Clause 2 of this Article based on the Chairman of the BOD's proposal.
4. In case the Company does not establish Sub-Committees or Committees, the Board of Directors may assign independent members of the Board of Directors to be in charge of salary, bonus and personnel issues.

Article 23. Person in charge of corporate governance and Company Secretary

Qualifications, appointment, removal, roles and duties of the Person in charge Corporate governance and Company Secretary are specified in Article 44 of the Company Charter.

CHAPTER V: ACCOUNTING COMMITTEE

Article 24. Objectives and competence of the Audit Committee

1. The Board of Directors is established by the Board of Directors, with the objective of assisting the Board of Directors as prescribed in Clause 2, Article 39 of the Company Charter.
2. Competence, objectives and responsibilities:

- a. The Board of Directors should encourage continuous improvement, accelerate the consolidation of policies, regulations and procedures in the fields of operation of the Company. The Board should organize open discussions between independent auditors, financial managers, internal audit departments and board members.
- b. The Audit Committee has the authority to carry out investigations within the scope of responsibility to collect evidence and seek assistance from legal consultants, accountants ... externally as necessary to carry out the duties and responsibilities of the Subcommittee or Commission.
- c. In the course of performing its duties and responsibilities, the Board of Directors is entitled to access documents related to the operation of the Company; have the authority to meet, exchange and seek necessary information from employees, chief accountants, CEOs, managers, members of the Board of Directors and outside.
- d. When the proposal to hire consultants of the Audit Committee is approved, the Company will provide budget to the Committee to pay for the experts hired by the Committee to advise and pay the regular operating expenses of the Committee to perform the tasks.
- e. The main responsibility of the Board of Directors is to supervise the preparation and presentation of the Company's financial statements and the audit process of the independent audit unit.
- f. The Audit Committee has the right to request representatives of approved auditing organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.
- g. Other rights and obligations in the Company Charter, operation regulations of the Audit Committee and the provisions of law.

Article 25. Audit Committee Membership Qualifications

1. There is at least one (01) member of the Board of Directors with expertise in finance, accounting or auditing (with relevant degrees, certificates or experience).
2. Members of the Committee have diverse expertise and experience in risk management, operations and compliance.

Article 26. The composition of the Audit Committee

1. The Audit Committee has the composition specified in Clause 1, Article 39 of the Company Charter.
2. The Chairman of the Board of Directors shall be an independent member of the Board of Directors. Other members of the Board of Directors shall be non-executive board members.
3. Members of the Board of Directors shall have knowledge of accounting, auditing, have a general understanding of the law and operation of the Company.
4. The Chairman of the Audit Committee shall have a university diploma or higher in one of the majors in economics, finance, accounting, auditing, law, and business administration.
5. Based on the professional capacity of each member of the Audit Committee, the Chairman of the Audit Committee assigns each member to be in charge of a number of specific areas and is responsible for the assigned work.
6. The Chairman of the Audit Committee is responsible for planning quarterly and annual activities and supervising the implementation of the plan.

Article 27. Meeting of the Audit Committee

1. The Audit Committee needs to hold meetings at least one (01) time quarterly and can meet more often

according to the actual situation. At least two-thirds (2/3) of the total number of Members of the Subcommittee are required to attend the meeting and may participate virtually. The Chairman of the Audit Committee will approve the meeting agenda, members of the Audit Committee can contribute ideas. Meeting summary documents shall be provided to members before each meeting.

2. The Audit Committee works by majority voting mechanism. In case some issues have an equal number of votes, the voting party with the opinion of the Chairman of the Audit Committee will be the decisive opinion.
3. The Chairman of the Audit Committee can convene meetings, discuss individually with each member of the Audit Committee to discuss individual issues.
4. The results of the meeting of the Board of Directors shall be made in minutes and sent to the Person in charge of Corporate Governance/Company Secretary stored in the Corporate Governance file.

Article 28. Rights and responsibilities of the Audit Committee

The rights and responsibilities of the Audit Committee are stipulated in accordance with Clause 2 of Article 39 and Article 42 of the Company Charter.

CHAPTER VI: CEO AND OTHER BUSINESS EXECUTIVES

Article 29. Powers and responsibilities of the Chief Executive Officer

1. The CEO is the person who runs the day-to-day business of the Company. The Chief Executive Officer shall perform the work, responsibilities and powers as decided by the Board of Directors. The CEO shall be responsible to the Board of Directors and the law for the operation of the Company.
2. The duties and powers of the CEO are specified in Clause 6, Article 47 of the Company Charter.
3. Decisions and executive directions of the Board of Directors have the highest effect for all employees in the Company, except for members of the Board of Directors, members of Sub-Committees and Committees that directly support the Board of Directors.

Article 30. Assign jobs to Company employees

The Chief Executive Officer is the person who directly manages and assigns jobs to employees of the Company.

Article 31. Reporting responsibilities of the Chief Executive Officer

1. Every quarter and year, the Chief Executive Officer shall send periodic reports on the Company's operations, report on the performance of assigned tasks and powers to the Person in charge of Corporate Governance / Secretary of the Company, no later than the first 25 working days of the next month of the quarter or year. Person in charge of corporate governance / Company Secretary is responsible for receiving and transmitting newspapers report this to the Board. The report on the operation of the Board of Directors, the report on the performance of assigned tasks and powers should clearly state the operation situation in the quarter and year and propose the direction of tasks in the coming time. These reports are integrated into one item on the meeting agenda of the Board of Directors.
2. In accordance with the provisions of the Charter and regulations on internal decentralization of the Company, in some cases to ensure the effectiveness and timeliness of management activities and minimize risks of the Company, the Chief Executive Officer should be responsible for monthly and quick reports of the Company's activities to the Chairman of the Board of Directors before implementation; conduct regular and timely meetings and exchanges with the Chairman of the Board of Directors related to management and administration issues to share information and consult with the Chairman of the Board of Directors to ensure: timely and appropriate adjustments to business plans, personnel plans; comply with legal regulations;

maximize operational efficiency and prevent risks in the Company's operations. The form of reporting for this case can be done in writing or in person.

3. The Board of Directors is responsible for coordinating with the Person in charge of corporate governance/company secretary in providing information at the request of the Board of Directors related to the provision of information and documents on the financial situation, business activities of the Company, units in the Company under the law. The person in charge of corporate governance/company secretary is the person who directly receives the stated information request of the Board Member and is responsible for forwarding the information requests of the Board of Directors to the Board of Directors, and the Corporate Governance Manager/Company Secretary is responsible for receiving, forward the information provided by the Board of Directors to the Board of Directors. The order and procedure for requesting and providing information shall be decided by the Chairman of the Board of Directors.
4. Meetings and proposals submitted to the Board of Directors chaired by the Chief Executive Officer shall be attended by relevant members of the Board of Directors to coordinate and prepare contents. The representative of the Board of Directors is responsible for contributing opinions but not concluding when there are still different opinions.
5. The CEO should provide information at the request of the Board of Directors, Sub-Committees and Committees under the Board of Directors under the roles and responsibilities of these Sub-Committees and Committees.

Article 32. Standards of the Chief Executive Officer, Deputy CEO and Executive different

1. General standards for CEOs, CEOs and other business executives to follow

prime according to the provisions of the Law on Enterprises and meet the following standards:

- a. Always show commitment, honesty, prestige, show behavior according to business ethics and company culture;
 - b. Having professional qualifications, appropriate organizational and management skills, making rational decisions on the basis of balancing the interests of stakeholders;
 - c. Experience in the field of operation of the Company.
2. Standards for CEOs and CEOs:
 - a. Meet the general standards specified in Clause 1 above;
 - b. Have a university degree or higher;
 - c. Having professional qualifications and practical experience in business administration in business activities of the Company;
 - d. Having full capacity for civil acts and not being prohibited from performing enterprise management activities;
 - e. Have the skills and capacity to lead the organization towards the Company's approved goals and strategies; understand the capacity of employees and connect resources in the Company, know how to influence and be able to lead the organization in new directions.

Article 33. Appointment of the Chief Executive Officer, other Deputy CEOs and Executives

1. To appoint the CEO, Directors and other executives under the competence of the Board of Directors:
 - a. The Board of Directors appoints the Chief Executive Officer, the Chief Executive Officers, the Director of Finance - Accounting Division (or the Chief Financial Officer), the Chief Accountant of the Company;

nominate/dismiss a representative authorized to participate in the Members' Council or GMS in other companies as prescribed at Point 1, Clause 2, Article 35 of the Company Charter;

- b. The Human Resources and Compensation Committee provides an opinion on nominations;
- c. The Board of Directors shall hold a meeting to vote on the appointment/appointment/dismissal/dismissal of titles as prescribed at Point a, Clause 1 of this Article.

2. Appointment of Other Executives:

- a. The Chief Executive Officer has the right to appoint the Executive and other positions in the Company as prescribed at Point d, Clause 6, Article 47 of the Company Charter. The CEO is required to report and consult the plan (including adjustment of the plan if any) to recruit, appoint and dismiss positions and executives under the competence of the Chief Executive Officer.
- b. In some cases, in order to ensure timeliness, the CEO needs to meet directly with the Board of Directors related to personnel changes, organizational structure to update information, consult with the Board of Directors to ensure timely and appropriate adjustments to personnel plans, comply with legal regulations, maximize the efficiency of human resources and prevent risks in the Company's operations. The form of reporting for this case can be done in writing or in person.

Article 34. Sign labor contracts, remuneration and other benefits for the Chief Executive Officer, CEO and Other Executives

- 1. The Board of Directors shall implement decisions on signing contracts, terminating contracts, remuneration, salary, bonus and other non-material benefits for the Chief Executive Officer, Directors and other Executives under the appointment competence of the Board of Directors.
- 2. The Chairman of the Board of Directors signs a contract with the Chief Executive Officer on behalf of the Board of Directors as prescribed at Point 1, Clause 2, Article 35 of the Company Charter.
- 3. The CEO signs labor contracts with the Chief Executive Officer and other Executives according to his competence and/or after approval by the Board of Directors (for titles under the appointment authority of the Board).

Article 35. Dismissal and dismissal of other Executives

- 1. Cases of dismissal:
 - a. Due to the needs of work, transfer and rotation of personnel of the Company;
 - b. Expire the labor contract or retire and there is no need to renew/re-sign the contract;
 - c. Health does not guarantee the performance of work certified by a qualified medical institution.
- 2. Cases of dismissal:
 - a. Failure to complete tasks or violate the Company's rules and regulations;
 - b. Violating the law at the level of being examined for criminal liability, forced termination of the labor contract.
- 3. Procedures for dismissal and dismissal:
 - a. The Board of Directors shall hold a meeting to approve the dismissal or dismissal of the CEO, the Chief Executive Officers, and other management positions under the competence of the Board of Directors and shall be carried out in writing.
 - b. The Chief Executive Officer shall dismiss or dismiss other executives in the Company according to his competence and implement the mechanism of reporting to seek opinions from the Board of Directors on the

change of personnel structure as mentioned in Article 33, Clause 2 of this Regulation.

CHAPTER VII: COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER

Article 36. Principles of coordination between the Board of Directors and the Chief Executive Officer

1. Decentralization of powers and responsibilities between the Board of Directors, Sub-Committees, Support Committee for the operation of the Board of Directors and the CEO shall comply with the Company Charter and this Regulation.
2. The Board of Directors supervises the implementation of the CEO's strategy and business plan in accordance with the principles of compliance, efficiency and timeliness:
 - a. Compliance: The CEO has the right to take the initiative in all management and business activities, which are not prohibited by law, but shall ensure efficiency throughout the business process;
 - b. Effectiveness: The CEO implements the approved business plan with the goal of achieving results at least equal to or higher than the set business plan, as soon as there are signs of inferior performance or potential risks to the business plan, it is necessary to report/discuss with the Board of Directors so that the Board of Directors can comment and adjust promptly (if yes);
 - c. Timeliness: The Chief Executive Officer shall implement the reporting regime no later than the first 25 working days of the next month of that quarter or year as prescribed in Clause 1, Article 31 of this Regulation when performing executive and management functions to implement business strategies and business plans.

The implementation of supervision activities of the Board of Directors helps to maximally support the management and administration activities of the CEO and thereby evaluate the capacity of the CEO.

3. The CEO has the highest decision-making power on all day-to-day operating activities of the Company, is responsible for implementing the resolutions of the Board of Directors approved by the members of the Board of Directors and the business plan and investment plan of the Company approved by the Board of Directors and the GMS.
4. CEOs and Directors have the right to reserve their opinions against the decision of the GMS and the Board of Directors if they believe that this decision is illegal or harms the interests of shareholders. In this case, the CEO and/or the Chief Executive Officers shall immediately report to the Board of Directors and the Board of Directors. If the CEO and/or the Directors are still required to comply with the decisions of the GMS or the Board of Directors which are judged by the CEO and/or the Directors to be unlawful and have written explanations, they will be exempt from liability in case the decision is made causing damage to the Company.

Article 37. Procedures for coordination of activities between the Board of Directors and Sub-Committees, Committees of the Corporate Governance and CEO

Company, reporting on the exercise of assigned powers and responsibilities as prescribed in Clause 1, Article 31 and Clause 2, Article 36 of this Regulation.

1. The Chief Executive Officer shall request the convening of a meeting of the Board of Directors to seek opinions of the Board of Directors in the following cases:
 - a. There are contents beyond the authority delegated by the Board of Directors to the CEO and/or the Directors;
 - b. There are material issues arising when implementing the Resolution of the Board of Directors;
 - c. There are transactions in which the CEO, Directors and other Executives are a party to which there is a party;
 - d. There arises a conflict of rights and obligations between the CEO, the Directors and the Board of Directors;

- e. There is a crisis arising with the authority to handle beyond the competence of the CEO and the Directors;
 - f. Some other necessary cases.
2. The Board of Directors has the right to issue a written decision to suspend or annul decisions of the Chief Executive Officer, other Directors and Executives if it finds grounds to believe that such decisions violate the law, the Company Charter, resolutions of the GMS, decisions of the Board of Directors or seriously affect the interests of the Company and shareholders.
 3. In some cases, the Chief Executive Officer should be responsible for meeting and seeking opinions of the Board of Directors as prescribed in Point n, Clause 2, Article 35 of the Company Charter.
 4. Sub-Committees and Committees of the Board of Directors shall coordinate the administration, control and supervision of the activities of the Chief Executive Officer, CEO and other Executives through the operation regulations of the Sub-Committees and Committees of the Board of Directors.
 5. In case of necessity, members of the Board of Directors have the right to request the Chief Executive Officer, other Directors and Executives to provide information about the Company's activities to perform the tasks of the Board of Directors under the law.
 6. Coordination of the Audit Committee:
 7. The Board of Directors may request the Board of Directors to reconsider the decisions of the Chief Executive Officer based on the regular operation report and information sources provided to perform the functions and tasks of the Board of Directors. During the review of the Audit Committee, if the Board of Directors detects that the decisions of the Chief Executive Officer show signs of violating the law and the Company Charter and may cause great damage to the reputation and material of the Company, the Board of Directors after collecting opinions of professional departments or experts knowledgeable in relevant fields about the possibility of violations By law, the Audit Committee has the right to send a notice to the Chief Executive Officer to suspend such decision and shall simultaneously notify the opinion of the Board of Directors to the members of the Board of Directors.
 8. Internal meetings of the Company of important nature such as related to mechanisms, policies, medium and long-term development directions or solving major problems of the Company, the Chief Executive Officer shall invite the Board of Directors and relevant Sub-Committees and Committees of the Board of Directors to attend.
 9. The CEO and the Directors may decide on measures beyond their competence in case of force majeure (natural disasters, epidemics, fires,...) for the purpose of limiting damage to the Company but are personally liable for those decisions. The CEO and the Chief Executive Officers shall immediately report to the Chairman of the Board of Directors after making a decision beyond the above-mentioned competence. The Chairman of the Board of Directors shall direct the Audit Committee to review the decision exceeding the above-mentioned competence when necessary.
 10. The CEO is responsible to the Board of Directors for his decisions.

Article 38. Regulations on annual assessment of activities of members of the Board of Directors and CEO and Other Executives

1. Evaluation of the performance of the Board of Directors
 - a. The evaluation of the performance of the Board of Directors and its Sub-Committees and Committees is based on the following aspects:
 - (i) Results of revenue, profit and other non-financial indicators;

- (ii) The proportion of independent members of the Board of Directors, non-executive and executive members in the structure of members of the Board of Directors;
 - (iii) The number of meetings of the Board of Directors, of Sub-Committees, Committees of the Board of Directors and the contents set out in each meeting;
 - (iv) The number of cases of conflicts of interest that have occurred;
 - (v) Regulatory compliance in information security;
 - (vi) Number of training programs on Corporate Governance attended by members of the Board of Directors;
 - (vii) New policies are developed and enacted.
- b. Form of evaluation: The Human Resources and Compensation Committee is responsible for formulating assessment regulations on the basis of reference to international practices (with clear reference sources) to evaluate the performance of the Board of Directors, Sub-Committees, Committees and submit them to the Board of Directors for approval. The evaluation will be carried out through the organization of each separate meeting of the Board of Directors, Sub-Committees, Committees to evaluate the performance of the Board, Sub-Committees, Committees or by taking time during a regular meeting to conduct the evaluation. Audit dossiers will be stored by the Company in accordance with the confidential information storage mode.
- c. The evaluation of the activities of members of the Board of Directors, Sub-Committees and Committees of the Board of Directors is carried out through:
- (i) Self-assessment; and
 - (ii) Mutual confidential evaluation between members of the Board of Directors, between members of the same Subcommittee or Committee. In some cases, with the consensus of members of the Board of Directors, members of Sub-Committees or Committees, this assessment may be coordinated by a third party who is a legal advisor or independent consultant as decided from time to time;
 - (iii) Based on the results of this assessment, members of the Board of Directors, members of the Subcommittee and the Committee will participate in training programs to develop knowledge and skills for members of the Board of Directors to fulfill their tasks and responsibilities.
2. Evaluate the performance of the CEO and other Executives
3. The Board of Directors assigns the Human Resources and Compensation Committee to develop detailed regulations on operational evaluation for all subjects who are CEOs and other Executives to submit to the Board of Directors for approval. The standards for evaluating the performance of the CEO and Executive shall ensure the harmony of interests between the organizational structure of personnel and the long-term interests of the Company and Shareholders.
- a. Regulations developed and promulgated by the Human Resources and Compensation Committee to evaluate the performance of the CEO and other Executives should be based on the following aspects:
- (i) Implement the objectives of production and business activities;
 - (ii) Responsibilities and obligations of senior managers;
 - (iii) Competence and skills of senior managers.
4. Reward and discipline for Board members, CEO and other Executives
- a. The Board of Directors assigns the Human Resources and Compensation Committee to develop regulations on reward and discipline regimes for the Board of Directors, the Board of Directors and business executives

to submit to the Board of Directors for approval.

- b. Reward and discipline are carried out on the principle of:
 - (i) The form of reward can be monetary or immaterial;
 - (ii) Rewards for CEOs and other Executives are based on the Company's annual business performance;
 - (iii) Disciplinary action: Members of the Board of Directors, CEO and other executives when performing their duties in violation of the law or regulations of the Company will base on the seriousness of the violation to take disciplinary action, or other sanctions. In case these individuals violate the provisions of law and violate the Company's regulations affecting the interests of the Company, shareholders or others, these individuals will have to pay compensation under the law.

CHAPTER VIII: CORPORATE GOVERNANCE TRAINING

Article 39. Corporate governance training

Members of the Board of Directors, Members of the Board of Directors, Members of the Board of Directors, Members of the Board of Directors, Persons in charge of Corporate Governance and Company Secretary are encouraged to participate in training courses on Corporate Governance.

CHAPTER IX: PREVENTING CONFLICTS OF INTEREST

Article 40. Responsibility to be honest and avoid conflicts of interest of Board Members, CEO and other Executives

Members of the Board of Directors, CEO and other Executives are responsible for honesty, avoiding conflicts of interest and disclosing related interests as stipulated in the Clause 1, Clause 2, Article 49 of the Company Charter, provisions of the Law on Enterprises and documents relevant legislation.

Article 41. Transactions with Relevant Persons

1. Any transaction with the Relevant Person needs to be approved before execution. The authority to approve transactions with related persons is specified in the Company Charter.
2. When conducting transactions with related persons, the Company shall sign a written contract on the principle of equality and voluntariness and conduct information disclosure under the law.
3. The Company takes necessary measures to prevent Related Persons from interfering in the Company's operations and harming the interests of the Company.
4. The Company takes necessary measures to prevent shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of the Company. The Company may not provide loans or guarantees to shareholders and related Persons.

Article 42. Ensure the legal rights of parties with interests related to the Company

1. The Company shall respect the legitimate interests of parties with interests in relation to the Company including banks, creditors, employees, consumers, suppliers, the public and others who have interests in relation to the Company.
2. The Company should actively cooperate with persons with interests related to the Company through:
 - a. Provide necessary information to banks and creditors to help them assess the Company's operating and financial situation and make decisions;
 - b. Encourage them to provide their opinions on their business, financial position and key decisions related to their interests by contacting the Board and CEO directly.

3. The Company shall pay attention to issues of welfare, environmental protection, common interests of the community and social responsibility of the Company.

CHAPTER X: REPORTING AND DISCLOSURE

Article 43. Obligation to disclose information

1. The Company is obliged to fully and accurately and promptly disclose periodic, unusual and required information on production, business, financial and corporate governance activities to shareholders and the public. Information and methods of information disclosure shall comply with the provisions of law and the Company Charter. In addition, the Company shall fully and accurately and promptly disclose other information if such information affects the price of securities.
2. Disclosure is carried out in ways that ensure equitable access to shareholders and the investing public. Language Information disclosure should be clear, understandable and avoid misleading shareholders and investors.

Article 44. Disclosure of information on the organizational and management model of the Company

1. The Company shall report to the State Securities Commission, Ho Chi Minh City Stock Exchange and disclose the information on the management and operation model of the Company in accordance with the Law on Enterprises and other relevant laws.
2. In case the Company changes its operating model, the Company shall report to the State Securities Commission, Ho Chi Minh City Stock Exchange and disclose the information within twenty-four (24) hours from the date of the GMS's decision to change the model.

Article 45. Disclosure of Corporate Governance Information

1. The Company shall disclose information on the Company's Governance situation at the Annual General Meeting and in the Company's Annual Report in accordance with the law on securities and securities market.
2. The Company is obliged to report periodically for six (06) months and disclose the information on the Company's governance in accordance with the law to the State Securities Commission and Ho Chi Minh City Stock Exchange. At the same time, the Company is obliged to post reports on the Company's Governance on the Company's Website.

Article 46. Disclosure of Executive Income Information

The Executive's salary shall be reflected in a separate item in the Company's Annual Financial Statements and shall be reported to the Annual General Meeting.

Article 47. Responsibility for reporting and disclosure of information of the BOD Members, BOM Members, Insiders and Related Persons

In addition to the responsibilities specified in Articles 43 to 46 of this Regulation, members of the Board of Directors, members of the Board of Directors, insiders and related persons are responsible for reporting and disclosing information in accordance with Circular 96 on transactions in the following cases:

1. Transactions between the Company and enterprises in which the above-mentioned Members have been or are Founding Members or Members of the Board of Directors, Members of the Board of Directors during the previous three (03) years.
2. Transactions between the Company and businesses in which the related persons of the above Members are Members of the Board of Directors, Members of the Board of Directors or major shareholders.
3. Other transactions of the Company may bring material or immaterial benefits to the above-mentioned Members.

4. Transactions between Insiders, Related Persons of Insiders and subsidiaries and companies controlled by the Company.

Article 48. Information disclosure organization

1. The Company shall develop and promulgate regulations on information disclosure of the Company in accordance with the law.
2. The company shall have at least one (01) personnel as the focal point for information disclosure. The focal point personnel performing the information disclosure of the Company has the following responsibilities:
 - a. Disclosure of information of the Company in accordance with the law and the Company Charter;
 - b. Publicize your name and working phone number for shareholders to contact.

CHAPTER XI: REGULATIONS ON THE MANAGEMENT AND USE OF SEALS

Article 49. Seal

1. The management and use of the Company's seal shall comply with the provisions of Article 61 of the Company Charter.
2. The Chief Executive Officer is responsible for promulgating detailed regulations on the management and use of the Company's seal.

CHAPTER XIII: MONITORING AND HANDLING VIOLATIONS

Article 50. Supervision

The Company, related individuals, organizations and its shareholders shall be subject to the supervision of Corporate Governance by the State Securities Commission, Ho Chi Minh City Stock Exchange and other competent authorities under the law.

Article 51. Handling violations

Related companies and individuals that violate or fail to comply with the provisions of this Regulation depending on the nature and extent may be disciplined according to the Company's Internal Rules, administratively sanctioned or examined for penal liability in accordance with law.

CHAPTER XIV: AMENDMENT AND SUPPLEMENTATION OF CORPORATE GOVERNANCE REGULATION

Article 52. Amendment and supplements to the Corporate Governance Regulation

1. The amendment and supplementation of the Corporate Governance Regulation shall be approved by the GMS.
2. In case there are provisions of law related to the Company's activities not mentioned in this Regulation but already stipulated in the Company Charter or prescribed by law or in case there are new provisions of law different from those in this Regulation, the provisions of the Company Charter, the provisions of such law naturally apply and regulate the operation of the Company.

CHAPTER XV: ENFORCEMENT PROVISIONS

Article 53. Enforcement

Members of the Board of Directors, the Board of Directors, other Sub-Committees, Committees of the Board of Directors, the Board of Directors, other Executives, shareholders and related interested parties of the Company are responsible for complying with this Regulation.

In the process of implementation, if there are problems, individuals report in writing to the Board of Directors

of the Company. The Board of Directors considers the need to amend and supplement the Corporate Governance Regulation and submit them to the GMS for decision.

ON BEHALF OF GENERAL MEETING OF SHAREHOLDERS

CHAIRMAN OF THE BOARD OF DIRECTORS

BUI THANH NHON

NO VA LAND INVESTMENT GROUP CORPORATION



**REGULATIONS ON OPERATION OF THE
BOARD OF DIRECTORS**

*(Issued with Resolution No. 18/2025-NQ.HDQT-NVLG
date May 16, 2025 of the Board of Directors)*

Ho Chi Minh City, May 16, 2025

CHAPTER I:
GENERAL PROVISION

Article 1. Scope and subject of application

1. The operation regulations *of the Board of Directors ("BOD")* of No Va Real Estate Investment Group Joint Stock Company ("**Operation Regulations of the Board of Directors**"/"This Regulation") **are developed in accordance with the provisions of:**
2. These Rules of procedures of the Board of Directors ("**BOD**") of No Va Land Investment Group Corporation ("**Rules of Procedure**"/"**These Rules**") are laid down in accordance with:
 - a. The Securities Law dated November 26, 2019 ("**Securities Law**") and guiding documents;
 - b. Enterprise Law dated June 17, 2020 ("**Enterprise Law**") and guiding documents;
 - c. Decree No. 155/2020/ND-CP December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law ("**Decree 155**");
 - d. Circular No. 116/2020/TT-BTC dated December 31, 12 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP the Government's December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
 - e. Circular No. 96/2020/TT-BTC dated November 16, 11, 2020 guiding the disclosure of information on the stock market;
 - f. Charter of No Va Real Estate Investment Group Joint Stock Company ("**Company**");
 - g. Corporate Governance Regulations.
3. The Rules of Procedure regulate the personnel organizational structure, operation principles, rights and obligations of the BOD and its members for the operations under Law on Enterprises, Company Charter, Corporate Governance Regulations and other related laws. In case of any discrepancies between these Rules and the law and/or Company Charter, the law and/or Company Charter shall prevail.
4. Subject of application: These Rules shall apply to the BOD, its members and the Company.

Article 2. Definitions

1. The following terms shall have the meaning as set forth herein:
 - a. "**Company**": means No Va Land Investment Group Corporation;
 - b. "**GMS**": means the Company's General Meeting of Shareholders;
 - c. "**BOD**": means the Company's Board of Directors;
 - d. "**Board of Management**": includes the Chief Executive Officer, Deputy Chiefs Executive Officer of the Company;
 - e. "**Managers**" of the Company include:
 - (i) Chairman and the members of the Company's BOD;

- (ii) The Company's Board of Management;
 - (iii) Chief Accountant, Chief Financial Officer;
 - (iv) Other managers approved by the BOD from time to time.
- a. **"Person in charge of corporate governance" and "Company Secretary": means a person whose roles and duties are specified in Article 44 of the Company's Charter.**
 - b. **"Executives"** of the Company include: Board of Directors, Director of Finance - Accounting Division (or Chief Financial Officer), Chief Accountant, the Directors/Highest Persons in charge of the Divisions in the Company according to the organizational model of the Company from time to time;
 - c. **"Non-executive Board Member"**: means a Board Member who is not an Executive of the Company;
 - d. **"Independent member of the Board of Directors"**: means a member of the Board of Directors who satisfies the conditions specified in Clause 2, Article 155 of the Law on Enterprises, Article 15 of the Corporate Governance Regulation and Article 7 of this Regulation.
 - e. **"Unit"**: means blocks, departments, divisions, branches, business locations, representative offices under the Company.
- 2. Words not explained in this Regulation shall be construed in accordance with the provisions of the Company's Charter, the Corporate Governance Regulations and the provisions of applicable laws.
 - 3. In this Regulation, references to one or more provisions or legal documents shall include amendments, supplements or substitutes thereof from time to time.

Article 3. Operating principles of the Board of Directors

- 1. The Board of Directors works on a collective principle. Members of the Board of Directors are personally responsible for their work and decisions and jointly responsible before the AGM, before law for resolutions and decisions of the Board of Directors for the development of the Company.
- 2. The Board of Directors assigns responsibility to the General Director of the executive organization to implement the resolutions and decisions of the Board of Directors.

CHAPTER II:

MEMBER OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of BOD members

- 1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, the Law on Securities, Decree 155, the Charter and Regulations on Corporate Governance, including the right to provide information and documents on the financial situation and business activities of the Company and its units.
- 2. Members of the Board of Directors have responsibilities and obligations in accordance with the Law on Enterprises, the Law on Securities, Decree 155, the Company's Charter and the Company's Governance Regulations.

3. Independent members of the Board of Directors of a listed company must prepare an evaluation report on the operation of the Board of Directors.

Article 5. Right to provide information of Board Members

1. Members of the Board of Directors have the right to request the Company Manager to provide information and documents about the financial situation and business activities of the Company and its units in the Company but must not affect the operation of the Company.
2. The manager of the Company is obliged to provide information and documents at the request of the Members of the Board of Directors to ensure timely, complete and accurate. The order and procedures for providing information to the Board of Directors shall comply with regulations on reporting to the Board of Directors of the Company.
3. Members of the Board of Directors are responsible for keeping confidential information and documents provided with the highest level of care.

Article 6. Tenure and number of Board Members

1. The number of BOD members is five (05) members. The total number of independent members of the Board of Directors must ensure the number as prescribed by law.
2. The number of independent members of the Board of Directors of the Company must meet the following provisions:
 - a. There is at least 01 (one) independent member of the Board of Directors in case the Company has the number of Board Members from 03 (three) to 05 (five) members;
 - b. There are at least 02 (two) independent members of the Board of Directors in case the Company has the number of BOD members from 06 (six) to 08 (eight) members;
 - c. There are at least 03 (three) independent members of the Board of Directors in case the Company has the number of Board Members from 09 (nine) to 11 (eleven) members.
3. The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of Board members are non-executive Board members.
4. The term of a Member of the BOD is five (5) years (except in cases where the GMS decides on a specific term for a Member of the BOD, not exceeding five (5) years) and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the BOD of a company for no more than 02 (two) consecutive terms. The term of a Member of the BOD is calculated from the effective date of the resolution of the GMS approving the election of the Member of the BOD.
5. In case all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the job. If a member of the Board of Directors fails to complete his/her work for a special reason, the Board of Directors may report the matter at the next AGM for notification and replacement.

Article 7. Qualifications and conditions for BOD membership

1. Members of the Board of Directors must meet the criteria and conditions specified in Article 14 of the

Corporate Governance Regulations and Article 34 of the Company's Charter.

2. Independent members of the Board of Directors must meet the criteria and conditions specified in Article 15 of the Corporate Governance Regulations and Article 34 of the Company's Charter.
3. A member of the Board of Directors of the Company can only concurrently be a member of the Board of Directors of a maximum of 05 other companies.
4. An independent member of the Board of Directors must notify the Board of Directors of no longer meeting the criteria and conditions specified in Clause 2 of this Article and automatically cease to be an independent member of the Board of Directors from the date of failure to meet the criteria and conditions. The Board of Directors must notify the case where the independent member of the Board of Directors no longer meets the criteria and conditions at the last AGM or convene the AGM to elect additional or replace independent members of the Board of Directors within 06 (six) months from the date of receipt of the notice of the independent member of the relevant BOD.

Article 8. Chairman

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed by the Board of Directors from among the Board of Directors.
2. The Chairman of the Board of Directors of the Company is not allowed to concurrently serve as the General Director of the Company.
3. The Chairman of the Board of Directors has rights and obligations as prescribed in Article 36 of the company's charter.
4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 (ten) days from the date of receipt of the resignation letter or dismissal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he must authorize in writing another member to perform the rights and perform the obligations of the Chairman of the Board. In case no authorized person or the Chairman of the Board of Directors dies, disappears, is detained, is serving a prison sentence, is serving administrative handling measures at compulsory detoxification establishments or compulsory education institutions, escapes from their place of residence, is restricted or loses civil act capacity, having difficulties in cognition, mastery of behavior, being prohibited by the Court from holding office, prohibited from practicing certain professions or doing certain jobs, the remaining Board members elect one of the members of the Board of Directors to temporarily serve as the Chairman of the Board of Directors on the principle of majority (more than %) of the remaining Board members agreeing until a new decision of the Board of Directors.

Article 9. Dismiss, dismiss, replace and supplement members of the Board of Directors

1. The AGM dismisses a member of the Board of Directors according to the provisions of Clause 7, Article 34 of the Company's Charter, Clause 6, Article 11 of the Company's Governance Regulation.
2. The AGM dismisses a member of the Board of Directors in accordance with the provisions of Clause 8, Article 34 of the Company's Charter, Clause 7, Article 11 of the Company's Governance Regulation.
3. When deeming it necessary, the AGM shall decide to replace the Members of the Board of Directors; dismiss or dismiss a member of the Board of Directors other than the cases specified in Clauses 1 and

2 of this Article.

4. The Board of Directors must convene a meeting of the AGM to elect additional members of the Board of Directors in the following cases:
 - a) The number of members of the Board of Directors is less than the number of Members prescribed by law or less than half of the number of Members specified in the company's charter;
 - b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio specified at Point b, Clause 1, Article 137 of the Law on enterprises;
 - c) In the cases specified at Points a and b of this Clause, the Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the number of members is reduced as specified at Points a and b above.
 - d) Except for the cases specified at Points a and b of this Clause, the AGM shall elect new members to replace members of the Board of Directors who have been dismissed or dismissed at the nearest meeting.

Article 10. How to nominate, nominate, elect, dismiss or dismiss members of the Board of Directors

The candidacy, nomination, election, dismissal or dismissal of members of the Board of Directors shall comply with the provisions of Article 11 of the Corporate Governance Regulations, Article 34 of the Company's Charter.

Article 11. Notice of election, dismissal or dismissal of members of the Board of Directors

1. In case a BOD candidate has been identified, the Company must publish information regarding the candidates at least 10 (ten) days before the opening date of the AGM on the Company's website so that shareholders can learn about these candidates before voting. A candidate for the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to perform his duties honestly, carefully and in the best interests of the Company if elected as a Member of the Board. Information related to the Board of Directors candidate published includes:
 - a) Full name, date, month and year of birth;
 - b) Qualifications;
 - c) Work history;
 - d) Other managerial titles (including the title of the Board of Directors of other companies); dd) Interests related to the Company and its related parties;
 - e) Other information (if any) as prescribed in the company's charter;
 - f) Public companies are responsible for disclosing information about the companies in which the candidate holds the position of a Board Member, other management titles and interests related to the Company of the candidate (if any).
2. The notification of results of election, dismissal or dismissal of members of the Board of Directors shall comply with the provisions of law guiding information disclosure.

Chapter III
BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, has full power on behalf of the Company to decide and exercise the rights and obligations of the Company, except for the rights and obligations under the competence of the AGM.
2. The Board of Directors has the rights and obligations specified in Article 35 of the Company's Charter, Article 18 of the Corporate Governance Regulations and the following rights, responsibilities and obligations:
 - a) Decide on the strategy, medium-term development plan and annual business plan of
 - b) Company;
 - c) Proposing the type of shares and the total number of shares entitled to be offered for sale of each class;
 - d) Decide to sell unsold shares within the number of shares entitled to be offered for sale of each class; decide to raise additional capital in other forms;
 - e) Decide the selling price of shares and bonds of the Company;
 - f) Decide to repurchase shares according to the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - g) karma;
 - h) To decide on investment plans and investment projects within its competence and limits as prescribed by law;
 - i) Decide on solutions for market development, marketing and technology;
 - j) Through contracts for purchase, sale, loan, loan and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements, except for contracts or transactions under the decision competence of the AGM as prescribed at Point m_, Clause 2, Article 22, Clauses 1 and 3 of Article 31 of the Charter;
 - k) Election, dismissal or dismissal of the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for general directors and other important managers prescribed in the company's charter; decide on the salary, remuneration, bonus and other benefits of such managers; appoint an authorized representative to join the Members' Council or the AGM in another company, decide on the remuneration and other benefits of such persons;
 - l) Supervise the executive activities of the General Director and other managers of the Company
 - m) Company;
 - n) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;

- o) Approving the chapter and contents of documents for the AGM, convening the AGM or collecting opinions for the AGM to pass the resolution;
- p) Submit audited annual financial statements to the AGM;
- q) Petition for the level of dividends to be paid; decide on the time limit and procedure for paying dividends or dealing with losses arising in the course of business;
- r) Proposing the reorganization and dissolution of the Company; petition for bankruptcy of the Company;
- s) Decide to promulgate the Operation Regulations of the Board of Directors, Internal Regulations on corporate governance after being approved by the AGM; decide to promulgate the Operation Regulations of the Audit Committee under the Board of Directors, the Regulations on information disclosure of the Company and regulations facilitating the operation of the Board of Directors in accordance with this Regulation;
- t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's charter.

Article 13. Duties and powers of the Board of Directors in approving and signing transaction contracts

- 1. The Board of Directors approves contracts and transactions as prescribed in Clause 2, Article 31 of the company's charter.
- 2. Members of the Board of Directors have interests related to the parties in contracts or transactions without voting rights.

Article 14. Responsibilities of the Board of Directors in convening an extraordinary AGM

- 1. The Board of Directors must convene an extraordinary AGM in cases specified in Clause 4, Article 21 of the company's charter.
- 2. The convenor of the AGM must perform the tasks specified in Clause 2, Article 25 of the company's charter.

Article 15: Persons in charge of corporate governance and company secretary

- 1. The Board of Directors will appoint at least one (01) person to perform the duties of the Person in charge of Company Governance. The person in charge of corporate governance may concurrently hold the title of Company Secretary with the term and duties decided by the Board of Directors.
- 2. Criteria, appointment, dismissal, roles and duties of the Person in charge of corporate governance and the company secretary as stipulated in Article 44 of the Company's Charter and Article 23 of the Corporate Governance Regulation.

Chapter IV
BOARD MEETING

Article 16. Board Meeting

- 1. The Chairman of the BOD shall be elected at the first meeting of the BOD within 07 (seven) working days from the date of completion of such Board election. This meeting is convened and chaired by the

member with the highest number of votes or the highest percentage of votes. In case more than one member has the highest and equal number of votes or percentage of votes, the members vote on the principle of majority (more than %) to choose 01 (one) of them to convene a meeting of the BOD.

2. The BOD must meet at least 01 (one) time per quarter and may meet extraordinarily.
3. The Chairman of the BOD convenes a meeting of the BOD in the case specified in Clause 3, Article 37 of the company's charter. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the competence of the BOD. The Chairman of the BOD must convene a meeting of the BOD within 07 (seven) working days from the date of receipt of the request specified in this Clause. In case of failure to convene a meeting of the BOD at the request, the Chairman of the BOD shall be responsible for damages caused to the Company; The person who requests to hold a meeting as prescribed in Clause 3 of this Article may convene a meeting of the BOD by himself.
4. The order and procedures for holding the BOD meeting shall comply with the provisions of Article 19 of the Corporate Governance Regulation.
5. In case a resolution or decision adopted by the BOD contravenes the provisions of law, a resolution of the AGM or the Company's charter that causes damage to the Company, the members who agree to pass such resolution or decision must jointly take personal responsibility for the resolution, make such decision and must compensate the Company for damages; Members who oppose the adoption of the above resolution or decision are exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel the above resolution or decision.
6. The BOD decides on the format and content of the meeting minutes for those meetings (not conducted for voting by the BOD's Members) (i) aimed at supervising the operational activities of the Chief Executive Officer and other managers of the Company to ensure compliance with decisions made by the GMS/BOD and to ensure the effectiveness of business operations and organizational development; (ii) assigning tasks from the BOD to the Committees; (iii) reporting, explaining, and providing information regarding the activities of the Executives and the Committees under the BOD to the BOD at regular or extraordinary meetings as requested by the BOD.

The content reviewed, exchanged, discussed, recorded, and agreed upon by the members of the BOD at the aforementioned meetings does not fall under the cases that require a resolution as stipulated in Clause 2, Article 279 of Decree 155/2020/ND-CP dated December 31, 2020

Article 17. Minutes of the Board of Directors meeting

1. Board meetings must be recorded in minutes and may be recorded, recorded and kept electronically. The minutes must include the following principal contents:
 - a) Name, head office address, enterprise code number;
 - b) Time and place of meeting;
 - c) Purpose, Chapter and content of the meeting;
 - d) Full name of each member attending the meeting or person authorized to attend the meeting and how to attend the meeting; full names of members who did not attend the meeting and reasons;
 - e) dd) The issue is discussed and voted on at the meeting;

- f) Summarize the statements and opinions of each member attending the meeting according to the order of developments of the meeting;
 - g) The voting results clearly state the members who agree, disagree and have no opinion;
 - h) The issue was passed and the corresponding percentage of votes passed;
 - i) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 3 of this Article.
- 2. In case the chairperson or minutes recorder refuses to sign the minutes of the meeting, but if signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, this minutes shall take effect.
 - 3. The chairperson, the person recording the minutes and the signatories of the minutes must be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.
 - 4. Minutes of the Board of Directors meeting and documents used in the meeting must be kept at the head office of the Company.
 - 5. Minutes of the Board of Directors meeting shall be made in Vietnamese and in a foreign language with the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the contents in the minutes in Vietnamese shall apply.

Chapter V

REPORT, DISCLOSURE OF INTERESTS

Article 18. The BOD report to the AGM:

- 1. The BOD shall report on the following issues to the AGM:
 - a. Report on the operation of the Board of Directors as prescribed at Point c, Clause 3, Article 139 of the Law on Enterprises, Point c, Clause 1, Article 22 of the company's charter. The operation report of the Board of Directors must ensure the following contents: Report on the operations of the BOD as prescribed in point c, Clause 3, Article 139 of the Law on Enterprises and point c, clause 22 of the Company Charter.
 - (i) Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises.
 - (ii) Summary of meetings of the Board of Directors and decisions of the Board of Directors.
 - (iii) Report on transactions between the Company, Subsidiaries, Companies controlled by the Company with 50% (fifty percent) or more of the Charter capital and members of the Board of Directors and related persons of the Board of Directors who are founding members or managers of the business during the last 03 (three) years before the time of transaction.
 - (iv) Activities of Independent Members of the Board of Directors and results of evaluation of Independent Members of the Board of Directors on the operation of the Board of Directors (if any).

- (v) Report of the Independent Member of the Board of Directors on the Audit Committee.
 - (vi) Activities of other Sub-Committees and Committees under the Board of Directors.
- Results of monitoring for the Director General.
- (i) Results of monitoring for other operators.
 - (ii) Future plans.
- b. Reports on contents adopted in previous AGM resolutions have not been implemented.
 - c. Report on the Company's business results;
 - d. Financial statements;
 - e. Report on evaluation of the management and administration of the Company;
2. The reports specified at Points c, d and e, Clause 1 of this Article must be kept at the head office of the Company at least 10 (ten) days before the opening date of the Annual General Meeting unless otherwise provided for a longer time limit. Shareholders owning shares of the Company continuously for at least 01 (one) year have the right to directly review the report specified in this Article by themselves or together with lawyers, accountants and auditors with practicing certificates.

Article 19. Remuneration, bonus and other benefits of BOD members

- 1. The Company reserves the right to pay remuneration and reward to Board Members according to business results and performance in accordance with the provisions of the Company's Charter and other internal regulations of the Company.
- 2. The remuneration of the Board of Directors is approved by the Annual General Meeting and announced in accordance with the provisions of law.
- 3. The Board of Directors is entitled to advance remuneration to the Members of the Board of Directors before the Annual General Meeting approves the remuneration of the Board of Directors. The total advance remuneration for members of the Board of Directors must not exceed the specific remuneration paid to each member of the Board of Directors in the previous year. The Board of Directors is responsible for reporting the advance of remuneration to members of the Board of Directors at the latest Annual General Meeting.
- 4. In case a member of the Board of Directors concurrently holds a position in the executive apparatus of the Company or its subsidiaries, such Board Member must promptly and fully report to the Board of Directors on the remuneration received including salaries and other incomes of the nature such as salary.
- 5. Board members are entitled to be paid all travel, meals, lodging and other reasonable expenses they have incurred in the performance of their responsibilities as a member of the Board, including expenses incurred in attending AGM meetings, The Board of Directors or Sub-Committees and Committees of the Board of Directors.
- 6. Members of the Board of Directors may be entitled to purchase liability insurance by the Company after obtaining the approval of the AGM. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the Company's Charter.

7. Remunerations, operating costs and other benefits of the BOD and each of BOD's Members as prescribed in Clause 3 Article 163 of the Law on Enterprises and the Company's Charter are specified in the Report of the BOD at the Annual GMS.

Article 20. Disclosure of related benefits

The disclosure of interests and related persons of the Company shall comply with the following provisions:

1. A member of the Board of Directors of the Company must declare to the Company his/her related interests when a transaction arises with the Company, including:
 - a) Name, enterprise identification number, head office address, line of business of the enterprise in which they own contributed capital or shares; the proportion and time of ownership of such contributed capital or shares;
 - b) Name, enterprise identification number, head office address, line of business of the enterprise in which their related persons jointly own or separately own contributed capital or shares of more than 10% (ten percent) of charter capital.
2. The declaration specified in Clause 1 of this Article must be made within 07 (seven) working days from the date of arising related interests; the amendment or supplement must be notified to the Company within 07 (seven) working days from the date of the corresponding amendment or supplement.
3. A member of the Board of Directors acting on behalf of an individual or on behalf of another person to perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and only when approved by a majority of the remaining members of the Board of Directors; if done without declaration or approval of the Board of Directors, all income derived from such activities belongs to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 21. Relationship between Board Members

1. The relationship between the Board Members is a coordination relationship, the Board Members are responsible for informing each other about relevant issues in the process of handling assigned work.
2. In the process of handling work, the assigned Board Member who is responsible for the main responsibility must actively coordinate to handle, if there is a problem related to the field in charge of another Board Member. In case there are differences of opinion between the Members of the Board of Directors, the main responsible member shall report to the Chairman of the Board of Directors to consider the decision according to their competence or hold a meeting or collect opinions of the Board Members in accordance with the provisions of law, the Company's Charter and this Regulation.
3. In case there is a reassignment between the Board Members, the Board Members must hand over relevant work, files and documents. Such handover must be made in writing and reported to the Chairman of the Board of Directors on such handover.

Article 22. Relationship with the Moderator

With the role of governance, the Board of Directors issues resolutions for the Board of Directors and other

executives to organize. At the same time, the Board of Directors inspects and supervises the implementation of resolutions.

Article 23. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is a coordinating one. The working relationship between the Board of Directors and the Audit Committee is based on the principle of equality, and at the same time closely coordinates and supports each other in the process of performing tasks.
2. When receiving inspection minutes or consolidated reports of the Audit Committee, the Board of Directors is responsible for researching and directing relevant departments to develop plans and implement corrections in a timely manner.

Chapter VII

ENFORCEMENT TERMS

Article 24. Enforceability

The operation regulations of the Board of Directors of the Company include 07 Chapters, 24 articles. This Regulation takes effect from the date of approval by the AGM.

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS

BUI THANH NHON

Số/No.: 24../2025-NQ.HĐQT-NVLG

TP. Hồ Chí Minh, ngày 16. tháng 5 năm 2025

Ho Chi Minh City, May...16....., 2025

NGHỊ QUYẾT CỦA HỘI ĐỒNG QUẢN TRỊ
RESOLUTION OF THE BOARD OF DIRECTORS

Căn cứ/ Pursuant to:

- Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17/06/2020 và các văn bản hướng dẫn thi hành;
The Law on Enterprises No. 59/2020/QH14 issued by National Assembly dated June 17th, 2020 and other implementing regulations;
- Điều lệ của Công ty Cổ phần Tập đoàn Đầu tư Địa ốc No Va ("**Công Ty**");
The Charter of No Va Land Investment Group Corporation (the "**Company**");
- Nghị quyết Đại hội đồng cổ đông Công Ty số 13/2025-NQ.ĐHĐCĐ-NVLG ngày 24/04/2025 về sửa đổi, bổ sung Điều lệ, Quy chế quản trị Công Ty và Quy chế hoạt động của HĐQT;
The General Meeting of Shareholders' Resolution No. 13/2025-NQ.ĐHĐCĐ-NVLG dated April 24th, 2025 Re. Amending and supplementing the Company's Charter, Regulations on Corporate Governance, and Regulations on Operation of the BOD;
- Biên bản họp của Hội đồng quản trị Công Ty ("**HĐQT**") số 14../2025-BB.HĐQT-NVLG thông qua ngày 16../5/2025.
The Meeting minutes of the Board of Directors of the Company ("**BOD**") No. 14../2025-BB.HĐQT-NVLG on May 16..., 2025.

QUYẾT NGHỊ
RESOLVE

ĐIỀU 1: Thông qua việc thay đổi Người đại diện theo pháp luật của Công Ty như sau:

✚ Thông tin Người đại diện theo pháp luật hiện tại:

- | | |
|-------------------------------|---------------------|
| 1. Họ và tên : BÙI THÀNH NHƠN | Giới tính: Nam |
| - Ngày sinh : | Quốc tịch: Việt Nam |
| - Căn cước công dân số: | Ngày cấp: |

Nơi cấp: Cục Cảnh sát QLHC về TTXH

- Địa chỉ thường trú:

- Địa chỉ liên lạc:

- Chức danh: Chủ tịch HĐQT

2. Họ và tên : **DƯƠNG VĂN BẮC**

Giới tính: Nam

- Ngày sinh :

Quốc tịch: Việt Nam

- Căn cước công dân số:

Ngày cấp:

Nơi cấp: Cục Cảnh sát quản lý hành chính về trật tự xã hội

- Địa chỉ thường trú:

- Địa chỉ liên lạc:

- Chức danh: Tổng Giám đốc

✦ **Thông tin Người đại diện theo pháp luật sau khi thay đổi:**

1. Họ và tên : **BÙI THÀNH NHƠN**

Giới tính: Nam

- Ngày sinh :

Quốc tịch: Việt Nam

- Căn cước công dân số:

Ngày cấp:

Nơi cấp : Cục Cảnh sát QLHC về TTXH

- Địa chỉ thường trú:

- Địa chỉ liên lạc:

- Chức danh: Chủ tịch HĐQT

2. Họ và tên : **DƯƠNG VĂN BẮC**

Giới tính: Nam

- Ngày sinh :

Quốc tịch: Việt Nam

- Căn cước số:

Ngày cấp:

Nơi cấp: Bộ Công an

- Địa chỉ thường trú:

- Địa chỉ liên lạc:

- Chức danh: Tổng Giám đốc

3. Họ và tên : **CAO TRẦN DUY NAM**

Giới tính: Nam

- Ngày sinh :

Quốc tịch: Việt Nam

- Căn cước công dân số: Ngày cấp:
- Nơi cấp: Cục Cảnh sát quản lý hành chính về trật tự xã hội
- Địa chỉ thường trú:
- Địa chỉ liên lạc:
- Chức danh: Phó Tổng Giám đốc

Việc thay đổi Người đại diện theo pháp luật này không làm thay đổi Điều lệ của Công Ty.

ARTICLE 1: To approve the change of the Legal representative of the Company as follows:

✚ **The information of the current Legal representatives:**

1. Full name: **BUI THANH NHON** Gender: Male
 - Date of birth: Nationality: Vietnamese
 - ID No. : Date of issue:
 Place of issue: The Police Department of Administrative Management of Social Order
 - Permanent address:
 - Contact address:
 - Title: Chairman of the BOD
2. Full name: **DUONG VAN BAC** Gender: Male
 - Date of birth: Nationality: Vietnamese
 - ID No. : Date of issue:
 Place of issue: The Police Department of Administrative Management of Social Order
 - Permanent address:
 - Contact address:
 - Title: Chief Executive Officer

✚ **The information of the Legal representatives of the Company after the change:**

1. Full name: **BUI THANH NHON** Gender: Male
 - Date of birth: Nationality: Vietnamese
 - ID No. : Date of issue:
 Place of issue: The Police Department of Administrative Management of Social Order

- Permanent address:

- Contact address:

- Title: Chairman of the BOD

2. Full name: **DUONG VAN BAC** Gender: Male

- Date of birth: Nationality: Vietnamese

- ID No. : Date of issue:

Place of issue: Ministry of Public security

- Permanent address:

- Contact address:

- Title: Chief Executive Officer

3. Full name: **CAO TRAN DUY NAM** Gender: Male

- Date of birth: Nationality: Vietnamese

- ID No. : Date of issue: ,

Place of issue: The Police Department of Administrative Management of Social Order

- Permanent address:

- Contact address:

- Title: Deputy Chief Executive Officer

The change of Legal Representative of the Company does not change the contents of the Company's Charter.

ĐIỀU 2: Trao quyền cho Chủ tịch HĐQT, Người đại diện theo pháp luật của Công Ty tiến hành các thủ tục cần thiết theo quy định của pháp luật để hoàn thành các nội dung quy định tại Điều 1 của Nghị quyết này.

ARTICLE 2: To authorize the Chairman of the BOD, the Legal Representative of the Company to perform necessary procedures in accordance with law to complete contents stated in Article 1 of this Resolution.

ĐIỀU 3: Các thành viên HĐQT, Ban Tổng Giám đốc và các Phòng/Ban, cá nhân liên quan chịu trách nhiệm thi hành Nghị quyết này.

ARTICLE 3: The BOD, Board of Management and related Departments of the Company are responsible for conducting this Resolution.

ĐIỀU 4: Nghị quyết này có hiệu lực kể từ ngày ký./.

ARTICLE 4: This Resolution shall be effective from the date of signing./.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE BOD
CHAIRMAN OF THE BOARD



BUI THÀNH NHƠN